

GENERAL CABLE CORP /DE/

Form DEF 14A

April 17, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_\_\_\_)**

Filed by the Registrant

Filed by a Party Other Than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**GENERAL CABLE CORPORATION**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    - 1) Title of each class of securities to which transaction applies: N/A
    - 2) Aggregate number of securities to which transaction applies: N/A
    - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A
    - 4) Proposed maximum aggregate value of transaction: N/A
    - 5) Total Fee Paid: N/A
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - 1) Amount Previously Paid: N/A
    - 2) Form, Schedule or Registration Statement No.: N/A
    - 3) Filing Party: N/A
    - 4) Date Filed: N/A
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**GENERAL CABLE CORPORATION**  
**4 Tesseneer Drive**  
**Highland Heights, Kentucky 41076**  
**Telephone (859) 572-8000**

**Dear Stockholder:**

You are cordially invited to attend the 2009 Annual Meeting of Stockholders, which will be held at 4:00 p.m., local Nordenham, Germany time (Central European Daylight Time), Wednesday, May 27, 2009, at the offices of Norddeutsche Seekabelwerke GmbH ( NSW ) located at Kabelstr. 9-11, Nordenham, Germany. NSW is a General Cable subsidiary that manufactures and installs submarine cable designed for the communications and energy markets. Proceedings of the meeting will be simultaneously transmitted to the World Headquarters of General Cable Corporation beginning at 10:00 a.m., Eastern Daylight Time, at 4 Tesseneer Drive, Highland Heights, Kentucky 41076.

We once again are pleased to utilize Securities and Exchange Commission rules that allow us to deliver proxy materials over the Internet to expedite our stockholders receipt of these materials. You will receive a Notice of Internet Availability of Proxy Materials. This Notice will include instructions to access proxy materials and vote. At your discretion, you may request hard copies and a proxy card for voting by mail by following the instructions on the Notice. We encourage you to read the Proxy Statement carefully.

As you will note from the enclosed proxy material, the Board of Directors recommends that you vote **FOR** each of the proposals set forth in the Proxy Statement.

Sincerely,

GREGORY B. KENNY  
*President and Chief Executive Officer*

April 17, 2009

**YOUR VOTE IS IMPORTANT.**  
**PLEASE FOLLOW THE INSTRUCTIONS FOR THE VOTING METHOD YOU SELECT.**

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**GENERAL CABLE CORPORATION  
4 Tesseneer Drive  
Highland Heights, Kentucky 41076  
Telephone (859) 572-8000**

**NOTICE OF THE 2009 ANNUAL MEETING OF STOCKHOLDERS**

The 2009 Annual Meeting of Stockholders of General Cable Corporation ( General Cable ) will be held on Wednesday, May 27, 2009, at 4:00 p.m., local Nordenham, Germany time (Central European Daylight Time), at the offices of Norddeutsche Seekabelwerke GmbH ( NSW ), which is a subsidiary of General Cable. NSW is located at Kabelstr. 9-11, 26954 Nordenham, Germany. Proceedings of the meeting will be simultaneously transmitted to the World Headquarters of General Cable beginning at 10:00 a.m., Eastern Daylight Time, at 4 Tesseneer Drive, Highland Heights, Kentucky 41076, to consider and act upon the following proposals:

1. Election of two Directors;
2. Ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, to audit General Cable s 2009 consolidated financial statements and internal control over financial reporting;
3. Approval of an amendment to General Cable s 2005 Stock Incentive Plan to increase the authorized number of shares; and
4. Such other business as may properly come before the meeting.

Only stockholders of record at the close of business on March 30, 2009, are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors,

Robert J. Siverd  
*Secretary*

April 17, 2009

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**PROXY STATEMENT**

The Board of Directors of General Cable Corporation ( General Cable or the Company ) is providing this Proxy Statement for the solicitation of proxies from holders of outstanding common stock for the 2009 Annual Meeting of Stockholders ( Annual Meeting ) on May 27, 2009, and at any adjournment of the meeting. The Annual Meeting will be held at 4:00 p.m., local Nordenham, Germany time (Central European Daylight Time), Thursday, May 27, 2009, at the offices of Norddeutsche Seekabelwerke GmbH ( NSW ), which is a General Cable subsidiary located at Kabelstr. 9-11, Nordenham, Germany. Proceedings of the meeting will be simultaneously transmitted to the World Headquarters of the Company beginning at 10:00 a.m., Eastern Daylight Time, at 4 Tesseneer Drive, Highland Heights, Kentucky. The principal executive offices of General Cable are located at 4 Tesseneer Drive, Highland Heights, Kentucky 41076. Beginning on or about April 17, 2009, General Cable will send the Notice of Internet Availability of Proxy Materials and release its proxy materials, including this Proxy Statement, proxy form, and General Cable s Annual Report to Stockholders for 2008, to all stockholders entitled to receive notice and to vote at the Annual Meeting.

**VOTING PROCEDURES**

**Your Vote is Very Important**

Our Annual Meeting this year is being held at the offices of our NSW subsidiary in Nordenham, Germany. You also are invited to attend the simultaneous transmission of the proceedings at our World Headquarters in Highland Heights, Kentucky. Under rules adopted by the Securities and Exchange Commission, we have elected to provide access to our proxy materials for the Annual Meeting over the Internet. Accordingly, we are sending a **Notice of Internet Availability of Proxy Materials** (the Notice ) beginning on or about April 17, 2009, to our stockholders of record and beneficial owners. The Notice includes instructions on how to access the proxy materials over the Internet or to request a printed copy of the proxy materials. Whether or not you plan to attend our Annual Meeting, please take the time to vote.

**Voting by Stockholders of Record.** If you are a stockholder of record, you may vote in person at the Annual Meeting. We will give you a ballot when you arrive. If you do not wish to vote in person or if you will not be attending the Annual Meeting, you may vote by proxy. You can vote by proxy over the Internet by following the instructions provided in the Notice. If you request printed copies of the proxy materials, you also can vote by mail or by telephone.

**Voting by Beneficial Owners.** If your shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are the beneficial owner of shares held in street name. If you are a beneficial owner and you wish to vote in person at the Annual Meeting, you must obtain a valid proxy from the organization that holds your shares. If you do not wish to vote in person or you will not be attending the Annual Meeting, you may vote by proxy. You can vote by proxy over the Internet following the instructions provided in the Notice, which was provided to you by the organization that holds your shares. If you requested printed copies of the proxy materials, you also can vote by mail or by telephone.

**Record Date**

Holders of record of General Cable common stock, par value \$0.01 per share, at the close of business on March 30, 2009 (the Record Date ) will be entitled to notice of the Annual Meeting and to

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vote at the Annual Meeting and at any adjournments. At the Record Date, 52,145,239 shares of common stock were issued and outstanding.

**How to Revoke Your Proxy**

You may revoke your proxy at any time before the final vote at the Annual Meeting. You may do so by (1) voting again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted before the Annual Meeting will be counted); (2) sending a written statement of revocation to the Secretary of General Cable at the above address; or (3) submitting a properly signed proxy having a later date. You also may attend the meeting and vote in person. However, your attendance at the meeting will not, by itself, revoke your proxy.

**Vote Required and Method of Counting Votes**

**Number of Shares Outstanding.** At the close of business on the Record Date, there were 52,145,239 shares of common stock outstanding and entitled to vote at the Annual Meeting.

**Vote Per Share.** You are entitled to one vote per share on matters presented at the Annual Meeting. Stockholders do not have cumulative voting rights in the election of Directors.

**Quorum.** A majority of outstanding shares, present or represented by proxy, makes a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes (i.e., when a broker does not have authority to vote on a specific issue) are counted as present for purposes of determining a quorum.

**Vote Required.** The following is an explanation of the vote required for each of the three items to be voted on at the Annual Meeting. If you sign and return a proxy but do not specify how you want your shares voted, your shares will be voted FOR each of the nominees and FOR the other proposals listed below.

**Proposal 1 Election of Directors**

The nominees receiving the highest number of votes will be elected. If you do not wish your shares to be voted for a nominee, you may withhold votes from nominee(s). You will be provided instructions based on the voting method you select.

**Proposal 2 Ratification of Appointment of Auditors**

The affirmative vote of a majority of shares present in person or by proxy is required for approval of Proposal 2.

**Proposal 3 Approval of the Amendment to General Cable's 2005 Stock Incentive Plan**

The affirmative vote of a majority of shares present in person or by proxy is required for approval of Proposal 3.

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**Abstentions and Broker Non-Votes.** Abstentions and broker non-votes will have no legal effect on the election of Directors. Abstentions will have the effect of a vote against Proposal 2 and Proposal 3. Member firms of the New York Stock Exchange ( NYSE ) have authority to vote in their discretion on Proposals 1 and 2 as routine items in the absence of a voting directive from a beneficial owner of the stock. However, the amendment to the 2005 Stock Incentive Plan (proposal 3) is considered a non-discretionary item under the rules of the New York Stock Exchange. Therefore, brokerage firms that have not received voting instructions from their clients on proposal 3 may not vote these shares. These broker non-votes will not count as votes against any proposal at the Annual Meeting.

**Discretionary Voting Power**

The Board knows of no other matters to be presented for stockholder action at the Annual Meeting. In addition, on matters raised at the Annual Meeting that are not covered by this Proxy Statement, the persons named in the proxy card will have full discretionary authority to vote unless a stockholder has followed the advance notice procedures discussed below under Nominees for Director. If any nominee for election as a Director becomes unable to accept nomination or election, which we do not anticipate, the persons named in the proxy will vote for the election of another person recommended by the Board.

**ELECTION OF DIRECTORS**

**(Proposal 1)**

Two Directors will be elected at the 2009 Annual Meeting.

Under General Cable's Certificate of Incorporation, the Board is divided into three classes of Directors serving staggered three-year terms. Each class is to be as nearly equal in number as reasonably possible. Terms of office for Directors were set up so that the initial term of office of Class I Directors expired at the 1998 annual meeting; the initial term of Class II Directors expired at the 1999 annual meeting; and the initial term of Class III Directors expired at the 2000 annual meeting. This year, at the 2009 Annual Meeting, the term of the Directors in Class III expires. There are currently two Class III Directors. The Board believes that its current size facilitates productive Board and Committee level interactions and decision making. Directors elected to succeed Directors whose terms have expired have a term of office lasting three years and until their successors are elected. Class I and Class II Directors will serve until the 2010 and 2011 Annual Meetings, respectively, and until their successors are elected and qualified or until their earlier resignation or removal.

Set forth below is certain information relating to the individuals who were nominated by the Board of Directors on February 5, 2009, for reelection as Class III Directors at the Annual Meeting. Also set forth below is information about Class I and Class II continuing Directors. The information is based on data furnished to General Cable by the individual Directors. The new term of office for the nominees runs from the 2009 Annual Meeting until the Annual Meeting of Stockholders to be held in 2012 and until their successors shall have been elected and qualified.



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**Class III Director Nominees for Election at the Annual Meeting**

**Gregory E. Lawton**  
**Age 58**  
**Director since 1998**  
**Chairman of the Corporate**  
**Governance Committee,**  
**Member of**  
**the Audit and Compensation**  
**Committees**

Mr. Lawton has been a private investor and consultant since March 2006 and served as President and Chief Executive Officer of JohnsonDiversey, Inc. from October 2000 to February 2006. From January 1999 until September 2000, he was President and Chief Operating Officer of Johnson Wax Professional. Prior to joining Johnson Wax, Mr. Lawton was President of NuTone Inc., a subsidiary of Williams plc based in Cincinnati, Ohio, from 1994 to 1998. From 1989 to 1994, Mr. Lawton served with Procter & Gamble (NYSE: PG) where he was Vice President and General Manager of several consumer product groups. He is also a director of Stepan Company (NYSE: SCL).

**Craig P. Omtvedt**  
**Age 59**  
**Director since 2004**  
**Chairman of the Audit**  
**Committee,**  
**Member of the Compensation**  
**and**  
**Corporate Governance**  
**Committees**

Mr. Omtvedt has been Senior Vice President and Chief Financial Officer of Fortune Brands, Inc. (NYSE: FO) since 2000. Previously, he held positions with Fortune Brands as Senior Vice President and Chief Accounting Officer from 1998 to 1999; Vice President and Chief Accounting Officer from 1997 to 1998; Vice President, Deputy Controller and Chief Internal Auditor from 1996 to 1997; Deputy Controller from 1992 to 1996; and Director of Audit from 1989 to 1992. Before joining Fortune Brands, Mr. Omtvedt worked for Pillsbury Company in Minneapolis, Minnesota from 1985 to 1989 in various audit and controller roles. He is also a director of Oshkosh Corporation (NYSE: OSK).

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**Class I Continuing Director**

**John E. Welsh, III**  
**Age 58**  
**Director since 1997**  
**Nonexecutive Chairman of the Board,**  
**Member of the Audit, Compensation and Corporate Governance Committees**

Mr. Welsh is currently President of Avalon Capital Partners LLC, an investment firm focused on private equity and venture capital investments. From October 2000 to December 2002, he was a Managing Director of CIP Management LLC, the management company for Continuation Investments Group Inc. From November 1992 to December 1999, he served as Managing Director and Vice-Chairman of the Board of Directors of SkyTel Communications, Inc. and as a Director of the company from September 1992 until December 1999. Prior to 1992, Mr. Welsh was a Managing Director in the Investment Banking Division of Prudential Securities, Inc. He also is a director of Integrated Electrical Services, Inc. (NASDAQ:IESC).

**Class II Continuing Directors**

**Gregory B. Kenny**  
**Age 56**  
**Director since 1997**  
**President and Chief Executive Officer of General Cable**

Mr. Kenny has served as President and Chief Executive Officer of General Cable since August 2001. He was President and Chief Operating Officer of General Cable from May 1999 to August 2001. From March 1997 to May 1999, he was Executive Vice President and Chief Operating Officer of General Cable. From June 1994 to March 1997, he was Executive Vice President of the subsidiary of General Cable which was General Cable's immediate predecessor. Mr. Kenny is a Director of a number of General Cable subsidiaries. He also is a Director of Cardinal Health (NYSE: CAH), Corn Products International, Inc. (NYSE: CPO) and the Federal Reserve Bank of Cleveland, Cincinnati Branch.

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**Robert L. Smialek**  
**Age 65**  
**Director since 1998**  
**Chairman of the Compensation**  
**Committee, Member of the Audit**  
**and**  
**Corporate Governance**  
**Committees**

Mr. Smialek has been a private investor and consultant since August 2002. He was President and Chief Executive Officer of Applied Innovation Inc. (NASDAQ: AINN) from July 2000 to August 2002. From May 1993 to July 1999 he served as President and Chief Executive Officer of the Insilco Corporation. Prior to 1993, Mr. Smialek served as the Group President and Chief Operating Officer of the Temperature and Appliance Controls Group of Siebe, plc. He was Group Vice President for the Tracor Instruments Group from 1988 to 1990. For the prior 19 years, Mr. Smialek worked for the General Electric Company in various operations management positions.

**The Board, its Committees and Meetings**

The General Cable Board of Directors meets regularly during the year. In 2008, the Board of Directors held six meetings. As a matter of policy, the Company expects Directors to attend each Annual Meeting, and in 2008, all Directors attended the Annual Meeting. The Board currently has five members. The Board has determined that Messrs. Lawton, Omtvedt, Smialek and Welsh, who are not employees of the Company, are independent based on application of the rules and standards of the NYSE. General Cable has three standing Committees, which are the Audit Committee, the Compensation Committee, and the Corporate Governance Committee. In 2008, each Director attended at least 75% of the total number of meetings of the Board of Directors and of the Committees on which he served.

The Board generally will have six regularly scheduled meetings a year for the non-management Directors without management present. These sessions usually take place around regularly scheduled Board meetings. The Nonexecutive Chairman will preside at such meetings. The non-management Directors also may and do meet without management present at other times as are determined by the Nonexecutive Chairman.

Compensation arrangements for non-management Directors are discussed in connection with the Director Compensation Table (see page 35).

Stockholders and other interested persons may communicate with the Board, including the Nonexecutive Chairman and the non-management Directors, on matters of interest. The Company has established a special email address and telephone number for these communications which are posted on the Company's website ([www.generalcable.com](http://www.generalcable.com)) via the Investor Relations page. Our general telephone number is (859) 572-8000; our main email address is [info@generalcable.com](mailto:info@generalcable.com). The email address and telephone number are posted on the Company's website. (Information on the Company's website is not incorporated by reference into this Proxy Statement.) Stockholders and other interested persons may also contact the Directors, including non-management Directors, anonymously by using the special email address ([chairman@generalcable.com](mailto:chairman@generalcable.com) and [directors@generalcable.com](mailto:directors@generalcable.com)) and telephone number (800) 716-3565. Communications to these Directors initially will be reviewed by the Secretary and routed to the Chairman or a Board Committee as appropriate.

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The membership and functions and other relevant information relating to each Committee are described below:

**Audit Committee:** Consists of Craig P. Omtvedt (Chairman), Gregory E. Lawton, Robert L. Smialek and John E. Welsh, III, who are independent under the rules of the NYSE. The Committee assists in Board oversight of the integrity of the Company's financial statements, the Company's compliance with legal requirements and performance of the Company's internal audit functions and independent auditors. This Committee also determines the independent registered public accounting firm that General Cable retains as its independent auditor. None of the members of the Committee are officers or employees of General Cable. The Audit Committee met six times in 2008. The Board of Directors has determined that each of the members of the Committee named above is an Audit Committee financial expert under rules of the Securities and Exchange Commission ( SEC ).

The Audit Committee has adopted formal preapproval policies and procedures relating to the services provided by its independent auditor consistent with requirements of the SEC rules. Under the Company's preapproval policy, all audit and permissible non-audit services provided by the independent auditors must be preapproved. The Audit Committee will generally preapprove a list of specific services and categories of services, including audit, audit-related and other services, for the upcoming or current fiscal year. Any services that are not included in the approved list of services must be separately preapproved by the Audit Committee. The Committee delegates to the Chairman the authority to approve permitted audit and non-audit services to be provided by the independent auditor between Committee meetings for the sake of efficiency. The Committee Chairman reports any such interim preapproval at the next meeting of the Committee. In 2008, all audit and permissible non-audit services were preapproved in accordance with the policy.

**Report of the Audit Committee**

General Cable's Audit Committee is furnishing the following report under the rules of the SEC:

The Audit Committee provides oversight relating to the integrity of the Company's financial reporting process, its compliance with legal and regulatory requirements and the quality of its internal and external audit processes. The role and responsibilities of the Audit Committee are set forth in a written Charter adopted by the Board, which is posted on the Company's web site ([www.generalcable.com](http://www.generalcable.com)) and is accessible to anyone via the Investor Relations page. It is also available in print to any stockholder on request to the Corporate Secretary at General Cable's World Headquarters at 4 Tessenner Drive, Highland Heights, Kentucky 41076. The Audit Committee reviews its Charter annually.

The Audit Committee is responsible for overseeing the Company's overall financial reporting process. In fulfilling its responsibilities for calendar 2008, the Audit Committee:

Reviewed and discussed the audited financial statements for the year ended December 31, 2008, with management and Deloitte & Touche LLP, the member firms of Deloitte & Touche Tohmatsu, and their respective affiliates (together, the Deloitte Entities ), the Company's independent auditors;

Discussed with the Deloitte Entities the matters required to be discussed by Statement on Auditing Standards No. 61, as amended or modified, relating to the conduct of the audit;

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Received written disclosures and the letter from the Deloitte Entities required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with the Deloitte Entities their independence; and

Exercised oversight in other areas relating to the financial reporting and audit process that the Committee determined appropriate, including the Company's compliance program relating to Section 404 of the Sarbanes-Oxley Act and the Company's risk assessment and risk management programs.

Based on the Audit Committee's review of the audited financial statements and discussions with management and the Deloitte Entities as discussed above, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008, for filing with the SEC.

Audit Committee:  
Craig P. Omtvedt, Chairman  
Gregory E. Lawton  
Robert L. Smialek  
John E. Welsh, III

**Compensation Committee:** Consists of Robert L. Smialek (Chairman), Gregory E. Lawton, Craig P. Omtvedt, and John E. Welsh, III. The Compensation Committee reviews and acts on General Cable's executive compensation and employee benefit plans and programs, including their establishment, modification and administration. It also determines the compensation of the Chief Executive Officer and other executive officers. The Compensation Committee has engaged an independent consultant (Compensation Strategies, Inc.), which reports directly to the Compensation Committee. This consultant's role in the Compensation Committee's processes is described in the Compensation Discussion and Analysis section beginning at page 17. None of the members are officers or employees of General Cable; all are independent under the rules of the NYSE. The Compensation Committee's charter is posted on the Company's website and is accessible to anyone via the Investor Relations page. It is also available in print to any stockholder on request to the Corporate Secretary at General Cable's World Headquarters. The Compensation Committee met two times in 2008.

**Corporate Governance Committee:** Consists of Gregory E. Lawton (Chairman), Craig P. Omtvedt, Robert L. Smialek and John E. Welsh, III. The Corporate Governance Committee considers and recommends nominees for election as Directors, appropriate Director compensation, and the membership and responsibilities of Board committees. In conjunction with the Compensation Committee, it conducts an annual performance evaluation of the Chief Executive Officer (CEO) and sets performance objectives for the CEO. The Corporate Governance Committee also reviews management development and succession policies and practices. A copy of the Corporate Governance Committee's charter is available on the Company's website and is accessible to anyone via the Investor Relations page. It is also available in print to any stockholder on request to the Corporate Secretary at General Cable's World Headquarters. In addition, the Corporate Governance Committee provides oversight with regard to the Company's Code of Business Conduct and Ethics that applies to its Directors, officers, and employees. A copy of the Code of Business Conduct and Ethics is available on the Company's website via the Investor Relations page. It is also available in print to any stockholder on request to the Corporate Secretary at General Cable's World Headquarters. None of the members of the Corporate Governance Committee are officers or employees of General Cable; all are independent under the rules of the NYSE. The Corporate Governance Committee met three times in 2008.

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The Corporate Governance Committee as noted is responsible for considering and recommending nominees for election as Director. In carrying out its duties, the Corporate Governance Committee from time to time engages third-party search firms to assist in identifying and assessing qualifications of Director candidates. Director qualifications and related responsibilities are set forth in the Company's Corporate Governance Principles and Guidelines. The Guidelines are posted on the Company's website via the Investor Relations page and are available in print to any stockholder upon request to the Corporate Secretary of General Cable at its World Headquarters. Under these Guidelines, the Corporate Governance Committee expects that Directors of the Company should possess the highest personal and professional values, ethics, and integrity and should be committed to represent and advance the long-term interests of the Company's stockholders. Directors must have an inquisitive and objective perspective, practical experience and maturity of judgment. General Cable aims to have a Board representing diverse experience in business, finance, technology, and other disciplines relevant to the Company's business activities.

Directors of our Company are also expected to attend all scheduled Board and Committee meetings and to be prepared for the meetings by reviewing the materials provided to them in advance of the meetings. Directors must be willing to devote sufficient time to carry out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time. Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities that would adversely affect their ability to fulfill their duties and responsibilities as Directors. Further, Directors who also serve as CEO or in equivalent positions should not serve on more than two boards of public companies in addition to the General Cable Board, and other Directors should not serve on more than four other boards of public companies. Current positions in excess of those limits may be maintained unless the Board determines that doing so would impair the Director's service on the Company's Board. Lastly, the Board does not believe that arbitrary term limits on Directors' service are appropriate; nor does it believe that Directors should expect to be renominated annually until they reach retirement age. The Board does believe that 70 is an appropriate retirement age for outside Directors. However, the Board will utilize its own self-evaluation process as an important determinant of Board tenure.

Each year, the Corporate Governance Committee recommends a slate of nominees to the Board which proposes nominees to the stockholders for election to the Board. In connection with its recommendations, the Corporate Governance Committee considers whether the Director candidates have the requisite qualifications and skills that are identified above and the commitment and willingness to serve on the Board in accord with the Company's Corporate Governance Principles and Guidelines.

The Corporate Governance Committee will consider stockholder suggestions for nominees when submitted in accord with the provisions of our By-laws. Under General Cable's By-laws, stockholders may present any proposals for stockholder vote, including the election of Directors, by following the advance notice procedure described below. Under this procedure, the candidates eligible for election at a meeting of stockholders will be candidates nominated by or at the direction of the Board of Directors and candidates nominated at the meeting by a stockholder. Stockholders will be given a reasonable opportunity at the Annual Meeting to nominate candidates for the office of Director if, as the By-Laws require, that stockholder first gave the Secretary of General Cable a written nomination notice at least 60 (sixty) days before the date of the Annual Meeting.

The nomination notice must set forth the following information as to each individual nominated:

The name, date of birth, business address and residence address of the individual;

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The business experience during the past five years of the nominee, including his or her principal occupations and employment during such period, the name and principal business of any corporation or other organization in which those occupations and employment were carried on, and additional information about the nature of his or her responsibilities and level of professional competence which permits an assessment of the candidate's prior business experience;

A description of all direct and indirect compensation and other material monetary and non-monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among the stockholder submitting the nomination notice and any associated person acting in concert with such person, on the one hand, and each proposed nominee and any associated person acting in concert with such nominee, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Item 404 promulgated under Regulation S-K if the nominating stockholder and any beneficial owner on whose behalf the nomination is made, if any, or any associated person acting in concert therewith, were the registrant for purposes of such Item and the nominee were a director or executive officer of such registrant;

Whether the nominee is or has ever been at any time a Director, officer or owner of 5% or more of any class of capital stock, partnership interests or other equity interest of any corporation, partnership or other entity;

Any directorships held by the nominee in any company with a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, or covered by Section 15(d) of that Act or any company registered as an investment company under the Investment Company Act of 1940, as amended; and

Whether, in the last five years, the nominee was convicted in a criminal proceeding or has been subject to a judgment, order, finding or decree of any federal, state or other governmental entity concerning any violation of federal, state or other law, or any proceeding in bankruptcy, which conviction, order, finding, decree or proceeding may be material to an evaluation of the ability or integrity of the nominee.

The nomination notice must also provide the following information about the person submitting the nomination notice and any person acting in concert with that person: (1) the name and business address of these persons; (2) the name and address of these persons as they appear in the Company's books; (3) the class and number of General Cable shares that are beneficially owned by these persons; and (4) certain other information about the interests of these persons in the Company's securities, including the following:

Any derivative instrument directly or indirectly owned beneficially by the nominating stockholder and associated person and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of stock of the Company;

Any proxy, contract, arrangement, understanding, or relationship pursuant to which the nominating stockholder and any associated person have a right to vote any shares of any security of the Company;

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Any short interest in any security of the Company;

Any rights to dividends on the shares of stock of the Company owned beneficially by the nominating stockholder and by any associated person that are separated or separable from the underlying shares of stock of the Company;

Any proportionate interest in shares of stock of the Company or derivative instruments held, directly or indirectly, by a general or limited partnership in which the nominating stockholder or any associated person is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; and

Any performance-related fees (other than an asset-based fee) to which the nominating stockholder or any associated person is entitled to based on any increase or decrease in the value of shares of stock of the Company or derivative instruments, if any, as of the date of such notice, including, any such interests held by members of the immediate family of the nominating stockholder or any associated person sharing the same household (which information shall be supplemented as would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitation of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder).

The nomination notice must include the nominee's signed written consent to being named in a proxy statement as a nominee and to serve as a Director if elected. A written update of the information provided in the notice must be provided to the Company ten business days prior to the meeting. If the presiding officer at any stockholder's meeting determines that a nomination was not made in accord with these procedures, he or she will so declare to the meeting and the defective nomination will be disregarded.

**The Board of Directors recommends that stockholders vote FOR the election of the nominees for Director.**  
**BENEFICIAL OWNERSHIP OF SHARES BY MANAGEMENT**

The following Table sets forth information, as of March 1, 2009, concerning the beneficial ownership of General Cable's common stock by: (i) each Director and Director nominee of General Cable; (ii) each executive officer of General Cable named in the Summary Compensation Table; and (iii) all Directors and executive officers of General Cable as a group. This information is based on data furnished by the named persons. The beneficial owners of common stock listed below have sole investment and voting power with respect to these shares, except as otherwise indicated.



**Table of Contents****Share Ownership Table**

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	
	Number	Percent of Class <sup>(2)</sup>
J. Michael Andrews, Officer	54,863 <sup>(3)</sup>	*
Domingo Goenaga, Officer	10,000 <sup>(4)</sup>	*
Gregory B. Kenny, Officer and Director	628,687 <sup>(5)</sup>	1.20%
Gregory J. Lampert, Officer	55,887 <sup>(6)</sup>	*
Gregory E. Lawton, Nominee for Director	32,411 <sup>(7)</sup>	*
Roderick Macdonald, Officer	56,646 <sup>(8)</sup>	*
Craig P. Omtvedt, Nominee for Director	16,728 <sup>(9)</sup>	*
Brian J. Robinson, Officer	50,703 <sup>(10)</sup>	*
Mathias Sandoval, Officer	116,306 <sup>(11)</sup>	*
Robert J. Siverd, Officer	255,665 <sup>(12)</sup>	*
Robert L. Smialek, Director	42,837 <sup>(13)</sup>	*
John E. Welsh, III, Director	137,596 <sup>(14)</sup>	*
All Directors and executive officers as a group	1,458,329	2.78%

\* Means less than 1.0%

(1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the shares.

(2) The percentages shown are calculated based on the total number of shares of common stock which were outstanding at the Record Date (52,145,239 shares of common stock).

(3)

Includes 10,120 shares of common stock deferred under the General Cable Deferred Compensation Plan and 6,762 shares covered by stock options which may be exercised by Mr. Andrews by March 31, 2009.

(4) Includes 10,000 shares covered by stock options which may be exercised by Mr. Goenaga within 60 days of March 1, 2009.

(5) Includes 66,030 shares of restricted common stock awarded to Mr. Kenny under General Cable Stock Incentive Plans as to which he has voting power; 340,495 shares of restricted and unrestricted common stock deferred under the General Cable Deferred Compensation Plan; and 143,081 shares covered by stock options which may be exercised by

Mr. Kenny  
within 60 days  
of March 1,  
2009.

- (6) Includes 34,790 shares of restricted common stock awarded to Mr. Lampert under General Cable Stock Incentive Plans as to which he has voting power and 15,226 shares covered by stock options which may be exercised within 60 days of March 1, 2009.
- (7) Includes 27,411 shares of common stock deferred under General Cable Deferred Compensation Plan and 5,000 shares covered by stock options which may be exercised by Mr. Lawton within 60 days of March 1, 2009.  
Mr. Lawton does not hold any shares of common stock directly.
- (8) Includes 26,668 shares of restricted common stock

awarded to  
Mr. Macdonald  
under General  
Cable Stock  
Incentive Plans  
as to which he  
has voting  
power; 5,500  
shares of  
restricted and  
unrestricted  
common stock

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deferred under the General Cable Deferred Compensation Plan; and 18,174 shares covered by stock options which may be exercised by Mr. Macdonald within 60 days of March 1, 2009.

(9) Includes 7,061 shares of common stock deferred under General Cable Deferred Compensation Plan; 6,667 shares covered by stock options which may be exercised by Mr. Omtvedt within 60 days of March 1, 2009; and 3,000 shares of common stock held directly by Mr. Omtvedt.

(10) Includes 22,717 shares of restricted common stock awarded to Mr. Robinson under General Cable Stock Incentive Plans as to which he has voting power and 14,123 shares

covered by  
stock options  
which may be  
exercised by  
Mr. Robinson  
within 60 days  
of March 1,  
2009.

- (11) Includes 53,296  
shares of  
restricted  
common stock  
awarded to  
Mr. Sandoval  
under General  
Cable Stock  
Incentive Plans  
as to which he  
has voting  
power and  
20,284 shares  
covered by  
stock options  
which may be  
exercised by  
Mr. Sandoval  
within 60 days  
of March 1,  
2009.

- (12) Includes 22,474  
shares of  
restricted  
common stock  
awarded to  
Mr. Siverd  
under General  
Cable Stock  
Incentive Plans  
as to which he  
has voting  
power; 76,059  
shares of  
restricted and  
unrestricted  
common stock  
deferred under  
the General  
Cable Deferred  
Compensation

Plan; and  
85,059 shares  
covered by  
stock options  
which may be  
exercised by  
Mr. Siverd  
within 60 days  
of March 1,  
2009.

(13) Includes 27,411  
shares of  
common stock  
deferred under  
General Cable  
Deferred  
Compensation  
Plan; 10,000  
shares covered  
by stock options  
which may be  
exercised by  
Mr. Smialek  
within 60 days  
of March 1,  
2009; and 4,877  
shares of  
common stock  
held directly by  
Mr. Smialek.

(14) Includes 85,494  
shares of  
common stock  
deferred under  
General Cable  
Deferred  
Compensation  
Plan and 51,500  
shares covered  
by stock options  
which may be  
exercised by  
Mr. Welsh  
within 60 days  
of March 1,  
2009.  
Mr. Welsh does  
not hold any  
shares of

common stock  
directly.

**SIGNIFICANT STOCKHOLDERS**

The following Table sets forth information about each person known to General Cable to be the beneficial owner of more than 5% of General Cable's common stock. General Cable obtained this information from its records and statements filed with the SEC under Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and received by General Cable through the Record Date.

Name and Business Address  of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	
	Number	Percent of Class <sup>(2)</sup>
Aletheia Research and Management, Inc. 100 Wilshire Boulevard Suite 1960 Santa Monica, California 90401	2,911,080 <sup>(3)</sup>	5.58%

- (1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the shares.
- (2) The percentages shown are calculated based on the total number of shares of common stock which were outstanding at the Record Date (52,145,239 shares of common stock).
- (3) These shares of General Cable common stock are owned by Aletheia Research and Management, Inc. Of the



shares listed,  
Aletheia has  
sole power to  
vote 2,911,080  
shares of  
General Cable  
common stock  
and sole  
dispositive  
power over  
2,911,080  
shares of  
General Cable  
common stock.

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**EXECUTIVE COMPENSATION**  
**Compensation Discussion and Analysis**

**Overview of our Compensation Philosophy**

At General Cable, we have compensation programs that address our Company Human Resource needs and reflect our corporate culture, which includes our values and the way we operate our business. Our compensation philosophy is based on several guiding principles set forth below.

We generally target the median of the market in which General Cable competes for executive talent.

We provide executives opportunities to earn above-market incentive payments based on above-market performance.

We strive to align the earnings prospects and interests of executives and managers with those of our stockholders.

We have policies which require executives to hold meaningful amounts of General Cable equity.

We seek to retain and motivate a talented management team to continually maximize stockholder value.

**Components of Our Total Compensation**

In line with this philosophy, General Cable provides compensation programs with both fixed and variable components. Fixed compensation, which consists of base salary and benefits, is designed to attract and retain executive talent. Variable compensation depends in part upon both the Company's and the individual's performance thus aligning the executive's interests with those of our stockholders. Individual compensation and the mix of base salary, annual cash bonus opportunity and long-term incentive opportunities vary depending on the executive's level of responsibilities, potential, performance and tenure with the Company. However, the at-risk portion of total compensation generally increases as an executive's level of responsibilities increases. The main elements of the Company's 2008 executive officer compensation programs are outlined in the Table below.

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	<b>Compensation Element</b>	<b>Purpose</b>
Annual Cash Compensation	Base Salary	Represents pay for an individual's primary duties and responsibilities. Base salaries are reviewed annually and are established based on scope of responsibility, individual performance and competitiveness versus the relevant external market and the Company's operating performance.
	Annual Incentives	Provides a performance-based cash incentive opportunity. Rewards achievement of specific financial goals, including consolidated and business team results with adjustments based on individual performance. The amount actually earned will vary relative to the targeted level based on General Cable's actual results.
	Restricted Stock	Provides awards under a plan designed to enhance executive stock ownership as well as an incentive for retention and sustaining stockholder value. Value of awards is directly dependent on General Cable share price.
Long-Term, Equity-Based Compensation	Stock Options	Provides awards under a plan that rewards participants if the value of General Cable's stock increases.
	Other Equity-based Awards	Provides awards under a plan that rewards participants if the value of General Cable's stock increases. The Compensation Committee reviews long-term incentive trends and may determine to make other forms of equity-based awards, including awards subject to performance conditions, as authorized under our 2005 Stock Incentive Plan.
Benefits and Retirement (1)	Retirement Benefits and Deferred Compensation	Provide benefits to executives at retirement from the Company. Our core plan is a defined contribution retirement and savings plan, including a 401(k) employee contribution with matching Company contributions ( Retirement Plan ). The Retirement Plan is identical to the plan provided to non-executive employees.
	Welfare Plans and Other Benefits	Our deferred compensation plan ( DCP ) permits participants to defer salary, incentive bonuses or stock awards until retirement. Within the DCP, we have a non-qualified supplemental or excess retirement plan ( BEP ), which provides benefits in excess of IRS limits under the Retirement Plan. Provide for basic health care, life and income security needs, including life, medical, dental, disability and other employee welfare benefits, severance protection, fringe benefits and limited perquisites.

(1) The Company believes these

compensation  
elements are  
consistent with  
relevant  
competitive  
market practice  
and further our  
goal of  
attracting and  
retaining  
executive  
management.

### **Our Compensation Committee Process**

The Compensation Committee determines General Cable's compensation philosophy. (The duties and responsibilities of the Compensation Committee are set forth on page 11.) The Committee is also responsible for implementing our compensation philosophy and it approves the elements of our executive officers' compensation, including the Named Executive Officers identified in the Summary Compensation Table at page 26. The Company believes that to attract and retain qualified management, pay levels (including base salary, incentive compensation, and benefits) should be targeted at the 50th percentile (or median) of pay levels of comparable positions at comparable companies in the market, including a peer group. Actual compensation does vary from these targets based on several factors including individual performance, experience, roles and responsibilities, Company performance and changes in the value of our equity.

Generally, the Compensation Committee reviews and adjusts target total compensation levels annually at its first meeting of the year. The Committee will have met periodically during the prior year to consider compensation programs and to gain relevant information and context for determining compensation for executives. The Chief Executive Officer's overall compensation is set by the

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Compensation Committee in consultation with the Corporate Governance Committee during executive session based on its assessment of the Chief Executive Officer's individual performance and the performance of General Cable as well as the financial and operating performance of a comparator group and other relevant market data. Compensation for the other Named Executive Officers is based on recommendations of the Chief Executive Officer and the Vice President Compensation and Benefits to the Compensation Committee. The Compensation Committee considers these recommendations based on each executive's individual responsibility, experience and overall performance. The Compensation Committee also considers internal comparisons within the executive group.

In setting total compensation, the Company applies a consistent approach for all executive officers. None of the executive officers, except Domingo Goenaga who is based outside the United States, have employment agreements. The Company has entered into certain employment and retention agreements with Mr. Goenaga. Mr. Goenaga's agreements are considered by the Committee when reviewing executive compensation.

**Competitive Market Pay Information.** To assist the Compensation Committee in discharging its responsibilities, including evaluating the competitiveness of executive compensation levels, the Compensation Committee has retained an independent outside consultant (Compensation Strategies, Inc.). The outside consultant is engaged by and reports directly to the Compensation Committee. Specifically, the consultant's role is to work with the Compensation Committee through management (principally, the Vice President Compensation and Benefits) to develop information and guidance concerning best practices in the retention and motivation of employees related to all aspects of executive compensation. The consultant is given assignments and direction during the year by the Chairman of the Compensation Committee with input from the Vice President Compensation and Benefits. Reports and information output from these assignments are presented to the Compensation Committee for consideration and appropriate action at Committee meetings.

At the request of the Compensation Committee Chair, the outside consultant provides an analysis of market and peer group data regarding base pay and bonus opportunity targets, the mix and weighting of various forms of compensation, and the competitiveness of current compensation for some or all of the Named Executive Officers. In 2007, the Committee Chair requested this analysis for all Named Executive Officers, and it was reviewed by the Committee. In 2008, a similar analysis was provided for the Chief Executive Officer and the Chief Financial Officer at the Chairman's request. Based on a review of this analysis and market trends provided by the outside consultant, the Committee did not request an analysis for the other Named Executive Officers. In addition, the consultant, at the Committee Chair's request, provided a review of long-term incentive plan trends in both 2007 and 2008.

The primary reference points for the determination of market pay practices are the compensation levels (base salary, short-term and long-term incentives) for companies with revenues, market capitalization, and rates of return (total stockholder return and return on invested capital) and business activities that are generally consistent with General Cable's in the manufacturing, durable goods and other relevant sectors. The Company believes that pay levels should reflect the complexity and size of our business, our employee headcount and market capitalization and that revenues and rates of return are good surrogates for these factors. In this regard, we rely for general information purposes on compensation data prepared by our Human Resources function as well as information prepared by the outside consultant for the Compensation Committee, which summarize external market practice. The data are derived from pay surveys available to the Human Resource team and our outside consultant.

In addition to broad based data, in 2008, the Committee reviewed survey data from the following twenty-two (22) companies:

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AK Steel Holding Corp.  
 Allegheny Technologies Inc.  
 Amphenol Corp.  
 Anixter International Inc.  
 Ball Corp.  
 Belden Inc.  
 Carlisle Companies Inc.  
 Commscope, Inc.  
 Cooper Industries Ltd.  
 Corning Inc.  
 Dover Corp.  
 Eaton Corp.  
 Hubbell Inc.  
 ITT Corp.  
 Molex Inc.  
 Mueller Industries Inc.  
 Thomas & Betts Corp.  
 Timken Co.  
 UTStarcom Inc.  
 Vishay Intertechnology Inc.  
 Wesco International, Inc.  
 Worthington Industries, Inc.

Information from this comparator group is used to validate data from other surveys, but it is not the sole benchmark used to set compensation for the executive officers. It is a frame of reference for decision making. Target total compensation of executive officers of General Cable, including the Chief Executive Officer, is determined after reviewing the executive's performance, long-term potential, responsibilities and experience within the context of the market data. In addition to these factors, the Company also considers internal comparisons of pay within the executive group.

When reviewing broad-based data and information from the comparator group, the Committee also reviews executive pay tally sheets. The Compensation Committee initiated periodic reviews of executive pay tally sheets in 2005 and has continued to make periodic reviews, including a recent tally sheet review in February 2009. The tally sheets contain information showing the executives' annual pay, both target and actual, and total realized and prospective wealth under various performance and employment assumptions. Data from the tally sheets are considered as a guide by the Compensation Committee when establishing pay levels and opportunities.

**Base Salary.** Base salaries are an important element of compensation and provide executives with a base level of income. In determining base pay, the Committee considers the executive's responsibilities, individual performance against predetermined objectives, base salary competitiveness as compared to the external market, and General Cable's operating performance. In reviewing 2007 performance in early 2008, the Committee implemented this methodology by selecting a percentage salary increase that fairly reflected these factors and applying it to adjust the current salary of each executive officer. In reviewing 2008 performance in early 2009, the Committee, in view of the current economic situation, determined to make no salary adjustments even though executive performance, Company performance and the results of the external market review would have supported salary increases. The Committee made this determination because it believed that salary increases for Named Executive Officers were not appropriate in the context of a global economic recession that has impacted General Cable's business.

**Annual Incentives.** Annual cash bonuses under the General Cable Annual Incentive Plan ( AIP ) are intended to reward individual performance during the year, and therefore, can be highly variable from year to year. They are determined by the Compensation Committee on a fully discretionary basis; cash incentives are not an entitlement. At the outset of the year, the Committee approves a target incentive award for each executive officer and Company performance targets for the year. At this time, individual performance objectives also are set for each of the executive

officers with the input of the CEO. At the end of the fiscal year, the Committee measures actual performance against the predetermined Company performance targets and reviews individual performance to determine if adjustments for individual performance are appropriate.

Award levels at target under the AIP (that is, at 100% percent of the amount of an individual's target percentage of base salary) generally reflect the median of the competitive market (including the

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comparator group of companies listed earlier) with the opportunity to earn more or less depending on actual financial performance of the Company and individual performance. Target AIP levels for the Chief Executive Officer and the Named Executive Officers in 2008 were as follows: 110% for Mr. Kenny (CEO), 55% for Mr. Macdonald, and 65% for the other Named Executive Officers.

For calendar 2008, each of the Named Executive Officers under the AIP had an opportunity to earn cash rewards based on attainment of earnings per share goals and other previously established individual performance goals. The earnings per share goals are measured under U.S. GAAP exclusive of extraordinary gains and losses. The target level was set at an 18% increase over the prior year's actual results. The AIP had a cap in 2008 of 200% of target as a maximum award level for executive officers. The 2008 AIP performance targets and payouts are set forth in the following table.

2008 AIP Performance Targets and Payouts

Performance Level	EPS \$	EPS	
		% of Goal Achieved	% of Target Payout
Maximum	5.71	125	200
Excellent	5.14	112	150
Target	4.57	100	100
Fair	3.88	85	50
Threshold	3.66	80	25
< Threshold	<3.66	<80	0

In measuring performance, the Committee exercises its judgment whether to reflect or exclude the impact of certain items, such as changes in accounting principles and extraordinary, unusual or infrequently occurring events. For 2008, the Committee determined that corporate performance resulted in EPS of \$4.47, which resulted in a payout of approximately 93% of Target, subject to adjustments for individual performance.

In addition to the Company performance measures, the Committee also reviews individual performance to determine whether adjustments are appropriate for any of the executive officers. The Committee may make negative adjustments to reduce a potential award in whole or in part based on the Compensation Committee's assessment of individual performance by an executive against the established individual objectives. No negative adjustments were made in regard to AIP awards for 2008. In addition, the Compensation Committee and the Board of Directors have the authority to award cash bonuses in addition to AIP awards, if in their judgment, there has been exceptional performance by an executive officer which has contributed to operating results of the Company in a calendar year. The Compensation Committee and the Board of Directors believe that the potential for such awards will help to motivate and retain more talented executive officers. For 2008, the Compensation Committee determined to make the following awards:

Additional awards of approximately \$103,000 and \$143,000 for Messrs. Goenaga and Sandoval, respectively, for the outstanding performance of their respective regional operating units;

An additional award of approximately \$35,000 for Mr. Lampert for his strong performance in a position with increased responsibilities; and

Additional awards of approximately \$35,000 for each of Mr. Macdonald and Mr. Robinson for their superior performance during 2008.

The target and discretionary awards made to each of the Named Executive Officers under the AIP are set forth in the Summary Compensation Table on page 26.



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***Long-Term Equity Incentives.*** Long-term incentive awards are granted to General Cable executives under the 2005 Stock Incentive Plan approved by stockholders in 2005 ( 2005 Stock Incentive Plan ). Long-term incentive expected values for total incentive awards are based on a review of current market practices provided by General Cable's Vice President Compensation and Benefits and the outside consultant to the Compensation Committee. The actual grant for each executive is determined by the Committee taking into consideration individual performance, and to a lesser extent Company performance, within the context of market practices.

Grants of stock options and restricted stock and other stock awards for executive officers generally have been made on an annual basis on the date of the first meeting of the Compensation Committee; this date is set in advance in the prior year. Awards also may be granted at the time of a special event, such as upon employment or a significant promotion. Option exercise prices and share awards of restricted stock are generally computed based on the fair market value of our common stock on the date of grant. Based on the timing of the previously scheduled Committee meeting and the Company's earnings release, the Committee in its discretion may approve awards but delay the effectiveness of these awards until after the date of the earnings release to ensure that the award values reflect all material information about the Company.

General Cable's annual long-term incentive opportunity in 2008 was provided through both stock options and restricted stock awards. Executive officer awards were structured to provide 75% of the expected value in the form of stock options and 25% of the expected value in the form of restricted stock. In February 2008, Messrs. Kenny, Robinson and Siverd received non-qualified stock option grants and awards of restricted stock for 2007 performance. The stock option grants have the following characteristics:

An exercise price equal to the market value of General Cable stock on the date of grant;

A three-year vesting period; and

A term of ten years from the date of grant.

The grants of restricted stock vest five years from the date of grant. The grant date fair value of these stock option grants and restricted stock awards (under FAS 123R) is shown in the Grants of Plan-Based Awards during Fiscal 2008 Table.

As discussed above, awards may be granted at the time of a special event, such as upon employment or a significant promotion. Messrs. Andrews, Goenaga, Lampert, Macdonald and Sandoval received such awards in October 2007 upon their promotions to executive vice president positions. Because of the timing of these awards, the Committee did not approve additional long-term incentive awards for these executives in February 2008 for 2007 performance.

Awards for services in 2008 made in February 2009 also were structured to provide 75% of the expected value in the form of stock options and 25% of the expected value in the form of restricted stock for the executive officers, except Mr. Goenaga. This mix is consistent with previous year's awards made in February 2008 for 2007 performance. Mr. Goenaga's award in February 2009 for 2008 performance was structured as 100% in the form of restricted stock units, which provides for more efficient delivery of awards under local law.

**Table of Contents****Total 2008 Compensation for the Named Executive Officers**

Total compensation paid to each of the Executive Officers in 2008 is set forth in the Summary Compensation Table as called for by SEC disclosure rules. However, for purposes of our compensation philosophy and process, we define total direct compensation for a Named Executive Officer to mean the sum of salary paid and AIP-related bonus earned in the year plus the value of long-term incentive awards made by the Compensation Committee following the end of the year. This reflects the Committee's long-standing practice and view that incentive awards should be made after the close of a calendar year. For the Committee's processes, total direct compensation in 2008 included the value of salary and AIP-related bonus, which is set forth in the Summary Compensation Table, plus the value of long-term incentive awards made by the Compensation Committee in February 2009. (See notes 2 and 3 beginning at page 26 for grant date fair value of these long-term incentive awards made in 2009 for 2008 performance.)

**Accounting and Tax Considerations**

The Committee takes into account the estimated accounting (*pro forma* expense) and the tax impact of all material changes to the executive compensation program and discusses such matters periodically during the year. Generally, an accounting expense is accrued over the relevant service period for the particular pay element (generally equal to the performance period) and the Company realizes a tax deduction upon the payment to the executive. The Compensation Committee has been advised that, based on current interpretations, stock options awarded under the Stock Incentive Plan should satisfy the requirements for performance-based compensation under Code Section 162(m). The Committee has also been advised that restricted stock awards which vest based on continued employment with the Company, do not qualify as performance-based compensation, and so may not be tax deductible under Code Section 162(m). In general, the policy of the Company and the Committee is to optimize the tax deductibility of executive compensation so long as deductibility is consistent with more important objectives of retaining executives and maintaining competitive, motivational performance-based compensation that is aligned with stockholder interests.

**Retirement Plans and Other Company Benefits**

The Chief Executive Officer and other Named Executive Officers participate in the full range and scope of retirement and welfare and other plans as all other employees of General Cable, except as noted below. General Cable in this area as in other aspects of its compensation programs targets these types of benefits to be competitive with the median of the relevant market it has identified.

**Retirement Benefits.** General Cable and subsidiaries sponsor Retirement and Savings Plans ( Retirement Plans ) for salaried and hourly employees in the United States. The Plans are tax-qualified, defined contribution plans under which fixed contributions are made for the account of each participating employee each year. For salaried employees, under the retirement component, a contribution of 4% of eligible compensation is made, and under the savings or 401(k) component, a matching contribution is made in the amount of 2% of eligible compensation so long as the employee has contributed at least 4% of compensation through our payroll deduction program. The federal statutory limit for eligible compensation in 2008 was \$230,000. These contribution and matching percentages are intended to reflect competitive market terms and conditions for plans of this type. Participating employees may direct the investment of Company and individual contributions into one or more of the investment options offered by the Retirement Plans.

General Cable and subsidiaries also maintain a deferred compensation plan ( DCP ), which permits deferral of salary, incentive bonuses, and stock awards by participants, including the Named

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Executive Officers. The Company offers the DCP because it allows us to have a more competitive benefit program. In 2007, we combined this plan with the Benefit Equalization Plan ( BEP ) and our former Supplemental Executive Retirement Plan ( SERP ). The BEP is designed to make up benefits on certain wages, which are not eligible for Company matching or retirement contributions because of Internal Revenue Service limits on inclusion of these amounts in our Retirement Plans. The BEP has investment options and vesting requirements similar to the Retirement Plan. The SERP was adopted in 2000 in which a limited number of key managers, including certain Named Executive Officers, participated. Benefit accruals under the SERP were frozen and converted to an account balance plan subject to vesting in 2007 to better align our total retirement related benefits with the objectives of these plans and their costs. The value of accounts of the eligible Named Executive Officers from the SERP is included in the DCP and is also shown in the Summary Compensation Table under Other Compensation for 2007. Participants may receive their vested benefits under the Retirement Plans and the DCP on termination or retirement from General Cable.

Mr. Kenny and Mr. Siverd are participants in the Retirement Income Guarantee Plan ( RIGP ) established by General Cable s predecessor. RIGP benefits are funded under the General Cable Master Pension Plan, a qualified defined benefit plan. Benefit accruals under the RIGP were frozen in 1993. Under the RIGP, a target benefit is calculated using pay and service through 1993 and adjusted for certain defined contribution account balances. In prior years, these defined contribution accounts provided projected balances in excess of the target benefit for Mr. Kenny and Mr. Siverd. Therefore, the Company estimated no RIGP benefits for Mr. Kenny and Mr. Siverd, the only executive officers eligible for this benefit. Because of declines in the value of the offset accounts in 2008, Mr. Kenny and Mr. Siverd are now projected to be entitled to a benefit from the RIGP upon reaching their normal retirement dates. The present value of this benefit for Mr. Kenny and Mr. Siverd is approximately \$75,000 and \$115,000 respectively. The amount of the RIGP benefit will fluctuate from year to year based on the value of the offsetting accounts and will depend on their actual retirement dates.

Domingo Goenaga, who is based in Spain, is not eligible to participate in the Retirement Plans or the DCP. Mr. Goenaga is covered by annuity contracts that provide pension-type benefits to Mr. Goenaga and other members of the management team in Spain. The annuity contracts, which are between the Company and an insurance company, irrevocably transfer the benefits risk from the Company to the insurance company as required by local law. The calculation of the benefit includes a cost of living adjustment assumption of two percent per year. If the actual cost of living adjustment percentage is greater than two percent, the annuity contracts require additional premiums. The Company covers the cost of these additional premiums and offsets this reimbursement in future years if the cost of living adjustment is less than two percent. Amounts attributable to this benefit are included in Other Compensation for Mr. Goenaga in the Summary Compensation Table.

**Other Benefits.** The Company believes that its employee benefit plans, including retirement plans, deferred compensation, perquisites and welfare plans, are of the type commonly offered by other employers. These benefits form part of our compensation philosophy and we continue to offer them because the Company believes they are necessary in order to attract, motivate and retain talented executives.

**Severance and Change-in-Control Arrangements**

None of the executive officers in the United States has an employment agreement or a change in control agreement. However, our Named Executive Officers may be eligible for post-employment payments and benefits in certain circumstances upon termination or a change in control of the Company. These post-employment payments and benefits arise under the Executive Officer Severance Benefit Plan,

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which was adopted in December 2007, and the 2005 Stock Incentive Plan and its predecessor plans. Additionally, Mr. Goenaga has potential severance benefits under his employment contract. These potential severance benefits are discussed under "Change in Control and Other Post-Employment Payments and Benefits" beginning at page 36.

**Stock Ownership Guidelines**

Consistent with its executive compensation philosophy and the principle of aligning executive and stockholder interests, General Cable requires corporate officers to retain minimum ownership levels of the Company's common stock. For this purpose, we include shares personally owned as well as vested and unvested shares of restricted common stock, but exclude stock options. The following stock ownership guidelines were established by the Board of Directors in 2005.

<b>Executive</b>	<b>Ownership Multiple of Base Salary</b>
Chief Executive Officer	5 times
Chief Financial Officer	3 times
Executive Vice Presidents	3 times

Shares that are counted for purposes of satisfying ownership requirements are shares directly owned, grants and awards under incentive plans, and shares held in General Cable's Deferred Compensation Plan. Named Executive Officers must comply with these ownership requirements by the end of a five-year period starting with 2005 for Mr. Kenny and Mr. Siverd as year one. Mr. Kenny and Mr. Siverd are in compliance with the guidelines based on the Company's stock price at December 31, 2008. The other Named Executive Officers must comply with the requirements within a five-year period starting with 2007. Based on the Company's stock price at December 31, 2008, Mr. Sandoval is in compliance with these guidelines, and the other executive officers, who are in the five-year compliance period, do not meet these guidelines. The global economic conditions and their effect on the Company's share price have impacted the value of the stock holdings of these executive officers.

In conclusion, this Compensation and Discussion Analysis (CD&A) provides material information about our compensation program as required by SEC rules. Stockholders should also read the following tables and narratives, which are relevant to the CD&A and offer supporting documentation.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section appearing above with General Cable's management. Based on this review and these discussions, the Compensation Committee recommended to General Cable's Board of Directors that the Compensation Discussion and Analysis be included in General Cable's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and in this Proxy Statement.

Robert L. Smialek, Chairman

Gregory E. Lawton

Craig P. Omtvedt

John E. Welsh, III

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Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)(3)	Non-Equity Incentive Plan Compensation (\$)(4)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)(5)	All Other Compensation (\$)(6)(7)(8)	Total (\$)
Gregory B. Kenny	2008	823,270	0	742,347	1,128,380	843,975	0	172,648	3,710,620
President and Chief Executive Officer	2007	749,038	0	578,748	362,758	1,423,557	0	3,275,922	6,390,023
	2006	699,231	0	692,088	189,289	997,500	995,723	150,115	3,723,946
Brian J. Robinson	2008	313,652	0	144,082	288,116	225,000	0	50,712	1,021,562
Executive Vice President, Chief Financial Officer and Treasurer	2007	253,943	0	91,581	36,992	272,354	0	152,679	807,549
J. Michael Andrews	2008	315,000	0	272,492	303,325	190,417	0	949,733	2,030,967
Executive Vice President	2007	281,872	0	103,473	85,212	228,316	0	351,431	1,050,304
Domingo Goenaga (9)	2008	389,638	704,150	499,997	0	306,000	0	161,243	2,061,028
Executive Vice President, President and Chief Executive Officer, General Cable Europe and North America									
Gregory J. Lampert	2008	315,000	0	318,606	301,221	225,000	0	48,355	1,208,182
Executive Vice President, President and Chief Executive Officer, General Cable									

## North America

Roderick Macdonald	2008	300,000	0	208,344	299,926	188,000	0	50,686	1,046,956
Executive Vice President, Global Sales and Business Development	2007	264,923	0	81,156	79,211	214,588	0	540,575	1,180,453
Mathias Sandoval	2008	350,000	0	599,996	803,519	355,000	0	70,642	2,179,157
Executive Vice President, General Cable Rest of World, President and Chief Executive Officer, Phelps Dodge International Corporation									
Robert J. Siverd	2008	376,913	0	213,698	275,708	228,000	0	73,596	1,167,915
Executive Vice President, General Counsel and Secretary	2007	364,064	0	169,915	86,458	360,424	0	1,264,881	2,245,742
	2006	346,252	0	173,171	47,284	285,657	273,729	71,838	1,197,931

(1) This amount for Mr. Goenaga represents a retention bonus payment from a 2006 retention agreement that the Company entered into with Mr. Goenaga to retain him beyond retirement age. Mr. Goenaga satisfied the 2-year retention period in September 2008.

(2) Represents the dollar amount of

expense recognized for financial statement reporting purposes under Financial Accounting Standard No. 123R (FAS 123R) using assumptions set forth in the footnotes to the financial statements in the Company's Annual Report on Form 10-K for calendar year 2008. Grant date fair values of 2008 awards are included in the Grants of Plan-Based Awards Table on page 29. The presentation of 2006 and

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2007 amounts in the Summary Compensation Table has been revised from the prior years presentations to reflect the dollar amount of expense recognized in those years under FAS 123R. Restricted Stock awards were granted under the Company's 2005 Stock Incentive Plan in the following amounts:

<b>Officer</b>	<b>2006</b>	<b>2007 Awards</b>		<b>2008</b>	
	<b>Awards</b>	<b>2/7/06</b>	<b>2/14/07</b>	<b>11/5/07</b>	<b>Awards</b>
Kenny	50,773	15,785			12,720
Robinson	4,235	5,707			4,010
Andrews	5,943	1,858		14,432	
Goenaga				14,432	
Lampert	6,114	6,590		14,432	
Macdonald	5,475	1,727		10,284	
Sandoval				43,296	
Siverd	13,684	6,400			3,160

In the view of General Cable's Compensation Committee, an award for services in a year represents an award for services in the prior fiscal year. The rules of the SEC require that the awards made during the years



reported be recorded in the Summary Compensation Table. On February 11, 2009, the Compensation Committee made an award of \$764,010 in restricted stock units to Mr. Goenaga and awards of restricted common stock with a performance condition to the other executives as follows: \$646,470 to Mr. Kenny, \$195,900 to Mr. Robinson, \$195,900 to Mr. Lampert, \$195,900 to Mr. Macdonald, \$195,900 to Mr. Sandoval, and \$195,900 to Mr. Siverd. These values represent the grant date fair value of restricted common stock determined under FAS 123R based on the assumptions that (i) the total value of the grant was equal to the closing market price of General Cable's common stock

on the New York Stock Exchange on February 11, 2009, that is, \$19.59 times the number of shares awarded, and (ii) the restricted stock units vest three years from the date of grant and the other awards vest five years from the date of grant. The performance condition for the restricted stock awards is \$1.00 of cumulative earnings per share over the vesting period.

- (3) Represents the dollar amount of expense recognized for financial statement reporting purposes under FAS 123R using assumptions set forth in the footnotes to the financial statements in the Company's Annual Report on Form 10-K for calendar year 2008. Grant date fair values of 2008 grants are included in the Grants of Plan-Based Awards Table

on page 29. The presentation of 2006 and 2007 amounts in the Summary Compensation Table has been revised from the prior years presentations to reflect the dollar amount of expense recognized in those years under FAS 123R. These options on common stock were granted under the 2005 Stock Incentive Plan. The 2006 and February 2007 grants vest and become exercisable three years from the date of grant. The other grants vest ratably over three years.

<b>Officer</b>	<b>2006</b>	<b>2007 Grants</b>		<b>2008</b>	
	<b>Grants</b>	<b>2/7/06</b>	<b>2/14/07</b>	<b>11/5/07</b>	<b>Grants</b>
Kenny	28,896	28,725			68,560
Robinson	2,410	3,205			21,580
Andrews	3,382	3,382		20,284	
Goenaga					
Lampert	3,480	3,016		20,284	
Macdonald	3,116	3,142		20,284	
Sandoval				60,852	
Siverd	7,788	6,260			17,000

See note (2) above. In February 2009, the Compensation Committee made awards in respect of

services in 2008 of options on common stock as follows:\$1,758,366 to Mr. Kenny, \$586,122 to Mr. Robinson, \$586,122 to Mr. Lampert, \$586,122 to Mr. Macdonald, \$586,122 to Mr. Sandoval, and \$586,122 to Mr. Siverd in grant date fair value of stock options determined under FAS 123R using the following assumptions: (i) expected life, 4.03 years; (ii) stock price volatility, 64.6662%; (iii) risk-free interest rate, 1.440%; and (iv) dividend yield, 0%. These options were granted under the 2005 Stock Incentive Plan and vest and become exercisable ratably over a three-year period from the date of grant of February 11, 2009.

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- (4) Represents awards paid under General Cable's Annual Incentive Plan after the fiscal year with respect to that fiscal year's performance.
  
- (5) Represents the aggregate increase in actuarial value under the former amended General Cable SERP. Additionally, Mr. Kenny and Mr. Siverd are participants in a Retirement Income Guarantee Plan established by General Cable's predecessor. Benefit accruals under this plan were frozen in 1993. The present value of the benefit fluctuates from year to year and is not reflected in the Summary Compensation Table. Additional information about this plan is provided on page 24.
  
- (6) Other Compensation

for the 2007  
 Named  
 Executive  
 Officers  
 includes a  
 one-time  
 contribution in  
 connection with  
 freezing the  
 benefits under  
 the SERP. The  
 one-time  
 contributions  
 were the  
 following:  
 \$3,125,170 for  
 Mr. Kenny;  
 \$125,525 for  
 Mr. Robinson;  
 \$307,367 for  
 Mr. Andrews;  
 \$509,268 for  
 Mr. Macdonald;  
 and \$1,179,241  
 for Mr. Siverd.

(7) Perquisites and  
 other personal  
 benefits in 2008  
 included the  
 following:

Named Executive Officer	Contributions to the Retirement and Savings and Excess Benefit Plans (\$)	Fixed payment Perquisites (without gross-up under Company Policy) (\$)
Mr. Kenny	134,810	35,000
Mr. Robinson	35,160	15,000
Mr. Andrews	32,599	15,000
Mr. Lampert	31,069	15,000
Mr. Macdonald	30,875	15,000
Mr. Sandoval	54,304	15,000
Mr. Siverd	44,240	25,000

Other  
 compensation  
 for Mr. Lampert  
 also includes  
 club dues.  
 Mr. Goenaga  
 receives an

automobile reimbursement (\$12,949 in 2008) and payment of the cost to maintain annuity contracts (\$148,294 in 2008) with the insurance company holding Mr. Goenaga's retirement benefits.

- (8) With respect to Mr. Andrews, other compensation includes amounts paid or accrued in 2008 in connection with Mr. Andrews separation with the Company effective on December 31, 2008. These amounts include the following:
- (a) \$321,564 as payment of Target Level Bonus, which was paid in February 2009 and became payable on December 31, 2008 under the Executive Officer Severance Benefit Plan;
  - (b) accrual of \$472,500 and \$15,596 for

continuation of salary and health and welfare benefits, respectively, under the Executive Officer Benefit Plan; (c) an accrual of \$25,000 for outplacement benefits; and (d) \$66,855 in restricted stock awards that became subject to accelerated vesting on December 18, 2008.

- (9) Certain amounts in the compensation table for Mr. Goenaga have been translated from Euros to U.S. dollars. Salary was translated based on an average of exchange rates over the course of the year. Other amounts were translated based on exchange rates in the month of payment.

**Grants of Plan-Based Awards During Fiscal Year 2008 Table**

This Table shows information on grants of plan-based awards during 2008.

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Name	Grant Date	Committed Action Date (1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares or Units (#)(2)	All Other Option Awards: Number of Securities Underlying Options (#)(3)	Exercise or Base Price of Option Awards (\$/Sh) (3)	Grant Date	Fair Value of Stock and Option Awards (\$) (4)
			Thresh- old (\$)	Target (\$)	Maximum (\$)	Thresh- old (#)	Target (#)	Maximum (#)					
G. B. Kenny	2/13/08	2/5/08	0	0	0	0	0	0		68,650	64.51	1,632,050	
	2/13/08	2/5/08							12,720			820,567	
B. J. Robinson	2/13/08	2/5/08	0	0	0	0	0	0		21,580	64.51	513,705	
	2/13/08	2/5/08							4,010			258,685	
J. M. Andrews D. Goenaga G. J. Lampert R. Macdonald M. Sandoval R. J. Siverd	N/A	N/A	0	0	0	0	0	0	0	0	N/A	N/A	N/A
	N/A	N/A	0	0	0	0	0	0	0	0	N/A	N/A	N/A
	N/A	N/A	0	0	0	0	0	0	0	0	N/A	N/A	N/A
	N/A	N/A	0	0	0	0	0	0	0	0	N/A	N/A	N/A
	N/A	N/A	0	0	0	0	0	0	0	0	N/A	N/A	N/A
	2/13/08	2/5/08	0	0	0	0	0	0		17,000	64.51	404,680	
	2/13/08	2/5/08							3,160			203,852	

(1) The Compensation Committee has a practice of not granting awards immediately preceding an earnings release date. In February 2008, the Committee meeting occurred on February 5 and the earnings release was made on February 12, 2008. Therefore, the Committee set the

grant date on February 13. The closing price of General Cable's common stock on February 5, 2008 was \$58.31.

- (2) Restricted stock awards of common stock were made under the Company's stockholder-approved 2005 Stock Incentive Plan.
- (3) Options on common stock awards shown in the Table were made under the Company's 2005 Stock Incentive Plan. The exercise price of the options is the closing price of General Cable common stock on the respective dates of grant. See note 1.
- (4) Represents the grant date fair value of the restricted stock and common stock option grants shown in the Table under FAS 123R using assumptions set forth in the footnotes to the financial statements in the Company's Annual Report on Form 10-K for 2008.

**Narrative Disclosure For Summary Compensation Table and Grants of Plan-Based Awards Table**

We have no employment agreements with the U.S.-based Named Executive Officers to provide for specific base salary, bonus and benefits. However, we have entered into employment and retention agreements with Mr. Goenaga, who is based in Spain, and these arrangements are described below. Certain aspects of the compensation and equity awards reported in these tables are subject to terms and conditions set forth in policies and plans as follows:

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<b>Form of Compensation</b>	<b>Subject to</b>	<b>For Additional Information</b>
Cash Incentives	Annual Incentive Plan	See discussion at page 20.
Equity Awards	2005 Stock Incentive Plan	See discussion below and at page 22.
Other Compensation	Company	General Cable Retirement
Contributions in Retirement		Savings Plan
Accounts		General Cable Deferred Compensation Plan
		See discussion at page 23.
		See discussion at pages 24 and 34.

The foregoing policies and plans are generally available to other executives at General Cable.

**Agreements with Mr. Goenaga**

The Company has entered into both an employment agreement and a retention agreement with Mr. Goenaga. The Company, through its Spanish subsidiary, entered into an employment agreement with Mr. Goenaga in April 2001. This employment agreement specified a 2001 base salary of 31,500,000 pesetas (approximately US \$176,000) with annual increases at least equal to the increase in the Consumers Price Index. Since the date of the employment agreement, Spain converted from the peseta to the Euro, and Mr. Goenaga is now paid in Euros. Mr. Goenaga is entitled to a Company-provided automobile under the agreement. The employment agreement also provides potential severance benefits upon termination or change in control. These severance benefits are set forth under Change in Control and Other Post-Employment Payments and Benefits at page 36. The Company also entered into a retention agreement with Mr. Goenaga in 2006 to induce him to continue to work for the Company beyond his retirement age. Mr. Goenaga satisfied the two-year retention period set forth in the retention agreement. The retention bonus became payable in September 2008, and no further retention agreements have been entered into with Mr. Goenaga.

**Information Relating to Stock and Option Awards**

The grants of General Cable Restricted Stock shown in the Grants of Plan-Based Awards During Fiscal Year 2008 Table vest 100% on the fifth anniversary of the grant date. Restricted stock awards are eligible for dividends to the extent paid by the Company. The Company does not currently pay a dividend to its common stock holders. Under the 2005 Stock Incentive Plan, participants including executive officers are permitted to defer awards under the General Cable Corporation Deferred Compensation Plan, which is described at page 34. Stock options on common stock granted to executive officers shown in the Table generally vest ratably three years from the date of grant and cannot be deferred. Both restricted stock and stock option vesting would be accelerated in case of a change in control as defined under the 2005 Stock Incentive Plan. See Change in Control and Other Post-Employment Payments and Benefits at page 36.

**Salary and Bonus Proportion of Compensation**

For the Named Executive Officers, salary and AIP incentive compensation represent 45% of total compensation for Mr. Kenny; 53% for Mr. Robinson; 25% for Mr. Andrews; 34% for Mr. Goenaga; 45% for Mr. Lampert; 47% for Mr. Macdonald; 32% for Mr. Sandoval; and 52% for Mr. Siverd.

**Outstanding Equity Awards at December 31, 2008**

This Table shows outstanding equity awards to the executive officers as of the end of fiscal year 2008. All awards are in common stock of General Cable.

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Name	OPTION AWARDS					STOCK AWARDS			
	Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Price (\$)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested (#)
G. B. Kenny	48,000	0	0	4.00	1/28/2013	34,422	608,925	0	0
	43,331	0		11.94	1/26/2015	30,464	538,908		
	0	28,896		22.97	2/7/2016	12,628	223,389		
	0	28,725		50.68	2/14/2017	12,720	225,017		
	0	68,560		64.51	2/13/2018				
B. J. Robinson	4,519	0	0	11.99	4/6/2015	3,588	63,472	0	0
	0	2,410		22.97	2/7/2016	2,541	44,950		
	0	3,205		50.68	2/14/2017	4,566	80,773		
	0	21,580		64.51	2/13/2018	4,010	70,937		
J. M. Andrews	0	3,382	0	22.97	2/7/2016	2,199	38,900	0	0
	0	3,382		50.68	2/14/2017	2,378	42,067		
	6,761	13,522		69.29	11/5/2017	1,115	19,724		
D. Goenaga	10,000	0	0	13.40	1/29/2012	14,432	255,302	0	0
	4,984	0	0	11.99	4/6/2015	3,958	70,017	0	0
G. J. Lampert	0	3,480		22.97	2/7/2016	3,669	64,905		
	0	3,016		50.68	2/14/2017	5,272	93,262		
	6,762	13,522		69.29	11/5/2017	14,432	255,302		
	5,000	0	0	7.71	1/29/2011	2,617	46,295	0	0
	3,296	0		11.99	4/6/2015	3,285	58,112		
R. Macdonald	0	3,116		22.97	2/7/2016	1,382	24,448		
	0	3,142		50.68	2/14/2017	10,824	191,477		
	6,762	13,522		69.29	11/5/2017				
	5,000	0	0	7.71	1/29/2011	2,617	46,295	0	0
M. Sandoval	20,284	40,568	0	69.29	11/5/2007	43,296	765,906	0	0
	40,000	0	0	13.40	1/29/2012	8,424	149,021	0	0
R. J. Siverd	21,000	0		4.00	1/28/2013	8,211	145,253		

10,604	0	11.94	1/26/2015	5,120	90,573
0	7,788	22.97	2/7/2016	3,160	55,900
0	6,260	50.68	2/14/2017		
0	17,000	64.51	2/13/2018		

(1) Unvested options of General Cable common stock shown in the Table vest three years from the date of grant, except the grants expiring November 5, 2017, which vest ratably over three years.

(2) The vesting schedule for restricted common stock that has not vested is as follows:

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<b>Name</b>	<b>Grant Date</b>	<b>Unvested Shares</b>	<b>Vesting Schedule</b>
Gregory B. Kenny	1/26/2005	34,422	17,211 shares vest on 1/26/2009 and 1/26/2010
	2/7/2006	30,464	10,154 shares vest on 2/7/2009 and 10,155 shares vest on each anniversary to 2/7/2011
	2/14/2007	12,628	3,157 shares vest on 2/14/09 and then on each anniversary to 2/14/2012
	2/13/2008	12,720	12,720 shares vest 2/13/2013
Brian J. Robinson	4/6/2005	3,588	1,794 shares vest on 4/6/2009 and 4/6/2010
	2/7/2006	2,541	847 shares vest on 2/7/2009 and then on each anniversary to 2/7/2011
	2/14/2007	4,566	1,141 shares vest on 2/14/2009 and then on each anniversary to 2/14/2012
	2/13/2008	4,010	4,010 shares vest on 2/13/2013
J. Michael Andrews	4/6/2005	2,199	These shares were forfeited by Mr. Andrews upon his termination on December 31, 2008.
	2/7/2006	2,878	
	2/14/2007	1,115	
	11/5/2007	14,432	
Domingo Goenaga	11/5/2007	14,432	14,432 shares vest on 11/5/2009
Gregory J. Lampert	4/6/2005	3,958	1,979 shares vest on 4/6/2009 and 4/6/2010
	2/7/2006	3,669	1,223 shares vest on 2/7/2009 and then on each anniversary to 2/7/2011
	2/14/2007	5,272	1,318 shares vest on 2/14/2009 and then on each anniversary to 2/14/2012
Roderick Macdonald	11/5/2007	14,432	14,432 shares vest on 11/5/2012
	4/6/2005	2,617	1,309 shares vest on 4/6/2009 and 4/6/2010
	2/7/2006	3,285	1,095 shares vest on 2/7/2009 and then on each anniversary to 2/7/2011
	2/14/2007	1,382	345 shares vest on 2/14/2009 and 2/14/2011 and 346 shares vest on 2/14/2010 and 2/14/2012
	11/5/2007	10,824	10,824 shares vest on 11/5/2012

Mathias Sandoval	11/5/2007	43,296	43,296 shares vest on 11/5/2012
	1/26/2005	8,424	4,212 shares vest on 1/26/2009 and 1/26/2010
Robert J. Siverd	2/7/2006	8,211	2,737 shares vest on 2/7/2009 and then on each anniversary to 2/7/2011
	2/14/2007	5,120	1,280 shares vest on 2/14/2009 and then on each anniversary to 2/14/2012
	2/13/2008	3,160	3,160 shares vest on 2/13/2013

(3) The closing price of General Cable common stock on December 31, 2008 was \$17.69.

**Option Exercises and Stock Vested During Fiscal Year 2008**

The following Table provides information on exercises of stock options and restricted stock vesting in 2008 by the Named Executive Officers.

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Name	OPTION AWARDS		STOCK AWARDS	
	Number of Shares	Value	Number of Shares Acquired on Vesting	Value Realized on Vesting
	Acquired on Exercise (#)	Realized on Exercise (\$)	on Vesting (#)	on Vesting (\$)(1)
G. B. Kenny	120,000	6,778,766	51,423	2,889,752
B. J. Robinson	0	0	5,482	332,597
J. M. Andrews	5,538	312,920	9,817	430,022
D. Goenaga	15,000	911,323	0	0
G. J. Lampert	0	0	5,919	360,574
R. Macdonald	0	0	4,949	292,084
M. Sandoval	0	0	0	0
R. J. Siverd	53,000	2,674,944	13,229	747,224

(1) Of the amounts realized from stock awards, executive officers previously elected to defer receipt of shares under the Deferred Compensation Plan with values as follows: \$2,889,752 for Mr. Kenny, \$511,082 for Mr. Siverd, and \$183,797 for Mr. Andrews. Shares held in the Deferred Compensation Plan may not be diversified into other investments and are distributed upon termination of employment in accordance with the distribution



elections made by each Named Executive Officer, subject to the requirements of Internal Revenue Code Section 409A, which imposes a delay of distributions until six months following termination of employment.

**Non-Qualified Deferred Compensation Table**

The following Table provides information on benefits under the Company's Non-Qualified Executive Deferred Compensation Plan.

<b>Name</b>	<b>Plan Name</b>	<b>Executive Contributions in Last FY (\$)(1)</b>	<b>Registrant Contributions in Last FY (\$)(1)</b>	<b>Aggregate Earnings in Last FY (\$)</b>	<b>Aggregate Withdrawals/ Distributions (\$)</b>	<b>Aggregate Balance at Last FYE (\$)(2)</b>
G. B. Kenny	DCP	1,389,993	121,010	(24,336,553)	0	11,589,919
B. J. Robinson	DCP	0	21,360	(16,076)	0	147,168
J. M. Andrews	DCP	0	18,799	(777,866)	0	643,891
G. J. Lampert	DCP	0	17,269	(16,835)	0	126,245
R. Macdonald	DCP	0	17,075	(566,306)	0	539,095
M. Sandoval	DCP	0	40,504	2,352	0	42,856
R. J. Siverd	DCP	0	30,440	(4,947,527)	0	2,275,921

(1) Includes amounts contributed by each Named Executive Officer and by the Company, respectively, to the DCP. Executive contributions in 2008 represent deferred AIP awards paid in 2008 (earned in 2007), which are reported in the Summary Compensation

Table.  
Registrant  
contributions  
represent the  
amount of the  
Company's  
contribution in  
2008 to the DCP  
for the BEP  
component, and  
these amounts  
are included in  
the All Other  
Compensation  
column of the  
Summary  
Compensation  
Table.  
Mr. Goenaga is  
not eligible to  
participate in  
the DCP.

- (2) Includes  
amounts  
reported as  
compensation  
for the Named  
Executive  
Officers in the  
Summary  
Compensation

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Table for previous years. Of the DCP balances shown, 52% for Mr. Kenny, 59% for Mr. Siverd, 18% for Mr. Macdonald, and 34% for Mr. Andrews represent the value of General Cable stock awards received by these executives over a period of many years. They have elected to defer these awards into the DCP. General Cable's year-end common stock price in 2008 and 2007 was \$17.69 and \$73.28, respectively.

**Narrative Disclosure to Non-Qualified Deferred Compensation Plan Table**

The data shown in the Table relate to General Cable's Non-Qualified Executive Deferred Compensation Plan adopted in 1996 ( "DCP" ). The DCP includes account balances for the BEP and the former SERP.

The DCP permits key executives and Company Directors to elect to defer salary or Director fees into the DCP on an annual basis before the beginning of each plan year and to elect to defer bonus payments at least six months before the end of each year. With regard to salary and bonuses, employee participants are permitted to defer up to 100% of net pay after certain mandatory payroll taxes and preauthorized distributions are deducted. The DCP also permits employee participants and requires outside Directors to defer any stock based awards under the 2005 Stock Incentive Plan (and predecessor plans). Deferrals must be made either until retirement or termination of employment. Cash deferred may be invested in any of the investment vehicles provided under the DCP. Shares of stock representing Director fees or employee stock awards may not be reinvested into other vehicles, but must remain in the DCP as whole shares and will be distributed as such in accord with distribution elections made by each participant. The DCP assets are held in a rabbi trust, and as such, are subject to the claims of general creditors of the Company. Operation of the plan and distributions are also subject to Section 409A of the Internal Revenue Code, which imposes procedural restrictions on the DCP and on any future changes in distribution elections.

The BEP provides excess benefits that make up benefits on certain wages that are not eligible for contribution under federal IRS limitations relating to our Retirement Plans. Under the BEP component of the DCP, the Company makes discretionary Company matching and Company retirement contributions similar to the matching and retirement contributions made under the Company's retirement and savings plan. BEP contributions are made annually by the

employer.

In 2007, the SERP was converted to an account balance plan and benefits were frozen. The account balance for each SERP participant was contributed to the DCP by the employer at the time of the conversion and is reflected in the aggregate balance for the Named Executive Officers.

Additional information on the DCP and the BEP is provided on page 24.

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Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (1))	Option Awards (\$ (1))	Change in Pension Value and Non- Qualified		All Other Compensation (\$)	Total (\$)
				Non-Equity Incentive Plan Compensation (\$)	Deferred Earnings (\$ (2))		
Gregory E. Lawton	48,500	73,469	27,841	0	0	0	149,810
Craig P. Omtvedt	52,500	73,469	27,841	0	0	0	153,810
Robert L. Smialek	48,500	73,469	27,841	0	0	0	149,810
John E. Welsh, III	85,000	146,940	55,711	0	0	0	287,651

(1) Represents the 2008 expense related to stock awards and stock option grants made to the outside independent Directors as determined under FAS 123R using assumptions set forth in the footnotes of the financial statements in the Company's Annual Report on Form 10-K for calendar year 2008. The grant date fair values under FAS 123R for 2008 awards were the following:  
\$84,849 in stock awards and \$212,883 in

RSUs for Mr. Welsh, the Chairman, and \$42,424 in stock awards and \$106,442 in RSUs for each of the other Directors.

- (2) Represents earnings in General Cable's DCP during 2008 in accounts of each Director listed. As noted in the Narrative Disclosure to the Non-Qualified Deferred Compensation Table, stock awards for Director service in 2008 were required to be deferred into the DCP. Directors are not entitled to above-market or preferential earnings on compensation that is deferred.

**Narrative Disclosure to Director Compensation Table**

General Cable compensates only the Directors who are not officers or employees of General Cable. Director compensation in 2008 included the following components:

An annual retainer of \$85,000, payable at least one-half in common stock of General Cable (which was required to be deferred into the Company's DCP) and up to one-half in cash (which was permitted be deferred into the Company's DCP).

An additional annual retainer for the Chairman of \$85,000, payable at least one-half in common stock of General Cable (which was required to be deferred into the Company's DCP) and up to one-half in cash (which was permitted be deferred into the Company's DCP).

Cash retainers for service as a Committee Chair as follows:

Position	Annual Retainer (\$)
Chair of Audit Committee	10,000
Chair of Compensation Committee	6,000
Chair of Corporate Governance Committee	6,000

An annual award of common stock units in the amount of \$150,000 in unit value for the Chairman and \$75,000 in unit value for the other Directors. These unit awards will vest

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at the end of three years and Directors will be entitled to receive in settlement one share of common stock for each unit granted. These unit awards may be deferred into the Company's DCP.

Outside Directors are reimbursed for related out-of-pocket expenses for attendance at Board and Committee meetings. In order to be eligible to receive the retainer, a Director must have attended at least 75% of the Board meetings in the prior year, unless attendance was excused by the Chairman.

Effective January 1, 2009, the same fee schedule for director compensation was approved. However, under the current fee schedule, the annual retainer and the Chairman's retainer will be paid in all cash, which may be deferred into the Company's DCP. The DCP includes a General Cable stock fund, and the Company permits the Directors to make advance elections to invest these retainers in the stock fund.

General Cable Directors are covered by Share Ownership Guidelines adopted by the Board of Directors on March 28, 2005. Under the approved Share Ownership Guidelines, Directors are required to obtain ownership of shares of common stock equal to three times the amount of the annual cash retainer paid to non-employee Directors for their service as Directors within five years from adoption or from their date of appointment. All non-employee Directors met these Guidelines at year-end 2008.

**Change in Control and Other Post-Employment Payments and Benefits**

The Named Executive Officers may be eligible for post-employment payments and benefits in certain circumstances upon termination or a change in control of the Company. These post-employment payments and benefits arise under the Executive Officer Severance Benefit Plan for U.S.-based executive officers. This plan was adopted in December 2007. Mr. Goenaga, who is based outside the U.S., has an employment agreement executed in April 2001 that may entitle him to post-employment payments and benefits. Additionally, all participants, including the Named Executive Officers, are entitled to certain payments and benefits upon termination or change in control as specified in the 2005 Stock Incentive Plan and its predecessor plans. The following information describes the payments or benefits that would be available under these plans and the employment agreement for Mr. Goenaga.

**General Cable Executive Severance Benefit Plan**

The Executive Officer Severance Benefit Plan (the "Severance Plan") was adopted in December 2007 and applies to the U.S.-based executive officers, provided that they are full-time employees. The Severance Plan provides for severance benefits in case of involuntary termination of employment and in case of termination of employment by the employer or termination by the employee for good reason resulting from a change in control as we define these terms in the Severance Plan. The Severance Plan may be amended or terminated at any time with the approval of the Compensation Committee of General Cable's Board of Directors. However, any amendment or termination requires consent of a majority of the eligible employees at that time. The potential severance benefits upon these termination events are discussed below.

***Involuntary Termination without Change in Control.*** A Named Executive Officer may be entitled to severance and benefits in the event of an involuntary termination of the executive's employment. An involuntary termination will not include any of the following circumstances:

the executive is offered or agrees to assume another position with the Company or a successor owner of the Company;



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the executive receives an offer of reemployment with the Company or a successor owner after the executive's termination but before the full payment of severance benefits; and

the executive's termination is due to a voluntary termination or resignation, including retirement, death, disability or the failure to return from a leave of absence.

If the executive's involuntary termination qualifies, the severance benefits would be the following:

**President:** two years of base pay and target level bonus under General Cable's applicable Annual Incentive Plan, a bonus for the year of termination based on relevant performance, continued participation in employer health and life insurance plans or the equivalent premium cost of the employer for two years, and limited outplacement assistance; and

**Other Named Executive Officers:** one and one-half years of base pay and target level bonus under General Cable's applicable Annual Incentive Plan, a bonus for the year of termination based on relevant performance, continued participation in employer health and life insurance plans or the equivalent premium cost of the employer for one and one-half years, and limited outplacement assistance.

***Termination in Connection with Change in Control.*** In the event of an involuntary termination, including a termination for good reason, in connection with a change in control of General Cable, the Severance Plan operates using what is commonly called a "double trigger." This means that for the executive to receive payments or benefits under the Severance Plan, both a change in control and a triggering event must occur. A change in control is deemed to occur if:

any outside person or other entity beneficially owns more than 50% of all classes of our capital stock that are normally entitled to vote upon the election of our Directors;

we sell all or substantially all of our property or assets;

we consolidate or merge with a third party whereby persons who were our stockholders immediately before the consolidation or merger together own less than 60% of the voting stock of the surviving entity; or

the Directors who served as such on January 1, 2008 (the "incumbent Directors") no longer constitute a majority of the board of Directors; however, a subsequently elected Director will also be an incumbent Director if that Director's nomination was supported by at least two-thirds of the then incumbent Directors.

After a change in control, one of the following events will be considered the second "trigger" that will require us to provide a Named Executive Officer with specified benefits:

if we or our successor terminates the executive's employment without "cause" within 24 months (as to the President) or 18 months (as to other Named Executive Officers) after a change in control. "Cause" is generally defined to mean any of the following with respect to an executive:

willful or continuous neglect of or refusal to perform duties and responsibilities;

insubordination, dishonesty, fraud, gross neglect or willful malfeasance by the executive in the performance of duties and responsibilities;

conviction or entry into a plea of nolo contendere to any felony; and

serious violation of Company rules or regulations.

if the executive terminates his employment for "good reason" within 24 months (as to the President) or 18 months (as to the other Named Executive Officers) after a change in control.

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Good reason is generally defined to mean the occurrence of any of the following without the executive's consent:

any material diminution in the executive's position, authority, duties or responsibilities;

a reduction in the executive's annual base salary or incentive compensation opportunities; and

a significant relocation of the executive's principal place of employment.

In the event of a change in control followed by a triggering event, we (or our successor) would be required to pay each of the Named Executive Officers the following:

**President:** three years of base pay and target level bonus and bonus for the year of termination based on relevant performance, continued participation in employer's health and life insurance plans or the equivalent premium cost of the employer for three years, and limited outplacement assistance; and

**Other Named Executive Officers:** two years of base pay and target level bonus and bonus for the year of termination based on relevant performance, continued participation in employer's health and life insurance plans or the equivalent premium cost of the employer for two years, and limited outplacement assistance.

Payments and other benefits received by the executive in connection with a change in control may be subject to the excess parachute payment excise tax imposed by Section 4999 of the Internal Revenue Code. If this excise tax applies, we must pay the executive a gross-up payment equal to such excise tax plus related federal, state and local income, excise and employment taxes. The intent of this payment is to ensure that the executive does not bear the cost of this excise tax or any tax associated with our reimbursement of the excise tax. If the severance benefits exceed the limits of Section 280G of the Code and would constitute an excess parachute payment, the severance benefits may be reduced to the largest amount that will not exceed the Section 280G limitation. However, any such reduction will not exceed the lesser of: (1) 10% of the sum of the executive's base salary and target bonus or (2) \$50,000. If the reduction as so limited is not large enough to prevent the application of the excess parachute payment excise tax, then the executive will receive full severance benefits without any reduction as well as the gross-up payment described above.

***Conditions to Severance Benefits.*** An executive officer will not be eligible for benefits under the Severance Plan if the executive is covered by an employment, severance or separation agreement that entitles the executive to severance benefits after termination of employment. As a condition to receiving severance benefits, an eligible employee will be required to enter into a customary separation agreement in which the executive will agree to the following:

a release and waiver of any claims against the Company;

non-compete and non-solicit limitations unless otherwise approved the Board of Directors; and

performance or satisfaction of any remaining obligations to the Company.

***Quantification of Benefits under the Severance Plan.*** The Table below includes a description and the amount of estimated payments and benefits that would have been provided by us (or our successor) to the Named Executive Officers under the Severance Plan, assuming that a termination circumstance occurred as of December 31, 2008:

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<b>Executive</b>	<b>Severance Benefit</b>	<b>Estimated Amount of Severance Benefit (\$)</b>	
		<b>Involuntary Termination without Change in Control</b>	<b>Termination in Connection with Change in Control</b>
Gregory B. Kenny	Salary Continuation (1)	1,650,000	2,475,000
	Target Bonus (2)	2,176,688	3,265,032
	A pro rata portion of bonuses payable in the year in which termination occurs (3)	843,975	843,975
	Outplacement (4)	50,000	50,000
	Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	22,621	33,932
	Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0
	Brian J. Robinson	Salary Continuation (1)	472,500
Target Bonus (2)	332,336	443,114	
A pro rata portion of bonuses payable in the year in which termination occurs (3)	225,000	225,000	
Outplacement (4)	25,000	25,000	
Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	16,749	22,331	
Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0	
J. Michael Andrews (7)	Salary Continuation (1)	472,500	630,000
Target Bonus (2)	321,564	428,752	
A pro rata portion of bonuses payable in the year in which termination occurs (3)	190,417	190,417	
Outplacement (4)	25,000	25,000	
Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	15,596	20,795	
Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0	
Gregory J. Lampert	Salary Continuation (1)	472,500	630,000
Target Bonus (2)	310,094	413,458	
A pro rata portion of bonuses payable in the year in which termination occurs (3)	225,000	225,000	
Outplacement (4)	25,000	25,000	
Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	16,676	22,235	

	Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0
Roderick Macdonald	Salary Continuation (1)	450,000	600,000
	Target Bonus (2)	296,448	395,264
	A pro rata portion of bonuses payable in the year in which termination occurs (3)	188,000	188,000
	Outplacement (4)	25,000	25,000
	Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	12,049	16,065
	Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0

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<b>Executive</b>	<b>Severance Benefit</b>	<b>Estimated Amount of Severance Benefit (\$)</b>	
		<b>Involuntary Termination without Change in Control</b>	<b>Termination in Connection with Change in Control</b>
Mathias Sandoval	Salary Continuation (1)	525,000	700,000
	Target Bonus (2)	512,175	682,900
	A pro rata portion of bonuses payable in the year in which termination occurs (3)	355,000	355,000
	Outplacement (4)	25,000	25,000
	Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	15,445	20,594
	Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0
Robert J. Siverd	Salary Continuation (1)	569,850	759,800
	Target Bonus (2)	437,040	582,720
	A pro rata portion of bonuses payable in the year in which termination occurs (3)	228,000	228,000
	Outplacement (4)	25,000	25,000
	Continued coverage under our medical, dental, hospitalization and life insurance plans (5)	17,749	23,666
	Excess parachute payment excise tax on all change in control compensation and related gross-up tax payment (6)	N/A	0

(1) Salary continuation was calculated using the following base salaries for 2008: \$825,000 for Mr. Kenny, \$315,000 for Mr. Robinson, \$315,000 for Mr. Andrews, \$315,000 for Mr. Lampert, \$300,000 for Mr. Macdonald, \$350,000 for Mr. Sandoval, and \$379,900 for Mr. Siverd. This severance amount will be

paid in equal installments based on regularly scheduled payroll periods over the applicable term.

(2) Target Bonus is the higher of the executive's current target or the average of the annual incentive bonuses paid to the executive in the prior three years. The relevant performance goals and target award percentages related to this award are set forth in the Compensation Discussion and Analysis at page 21.

(3) Awards under the AIP are determined based on a calendar year. Accordingly, awards, if any, would be earned under the AIP on the assumed date of termination and become payable under the Severance Plan. These amounts reflect the 2008 AIP awards,

which were paid  
in  
February 2009,  
for each of the  
executives.

- (4) This amount represents the maximum outplacement benefits that are available under the Severance Plan.
- (5) This amount represents the cost to us to provide the executive with the same coverage the executive officer had as of December 31, 2008 under all of these plans as they existed on that date on a non-employee basis for the full stated period of time required by Severance Plan and assuming no acquisition of equivalent benefits or coverage under the plans, programs or arrangements of a subsequent employer during that period.
- (6) The amount of the tax liability shown is calculated in accordance with

Sections 280G and 4999 of the Internal Revenue Code, as determined by the relevant provisions of the Severance Plan.

- (7) Mr. Andrews entered into a Separation Agreement with the Company during 2008 and served as an executive officer through December 31, 2008. Under the Separation Agreement, he will be receiving the payments and benefits set forth in this table under Involuntary Termination without Change in Control. He also received accelerated vesting of 3,758 shares of restricted stock, the value of which is included as Other Compensation in the Summary Compensation Table.



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**Potential Benefits under General Cable Stock Incentive and Stock Option Plans**

Our 2005 Stock Incentive Plan and its predecessor plans provide for specified benefits to our executives who hold awards granted under these plans, either upon a change in control or a termination of their employment. The potential benefits upon these termination events are discussed below.

***Change in Control Payments and Benefits.*** Under the 2005 Stock Incentive Plan, upon a change in control, all unvested awards granted under the 2005 Stock Incentive Plan will become fully vested immediately upon the occurrence of the change in control and such awards shall be paid out or settled, as applicable, within 60 days after the occurrence of the change in control, subject to applicable law. Our Compensation Committee may, in its discretion, also determine that, upon a change in control, each stock option and stock appreciation right outstanding under the 2005 Stock Incentive Plan may be terminated and automatically exchanged for an amount of cash, other property, or a combination thereof, equal to the excess of the fair market value of such shares of common stock immediately prior to the change in control over the exercise price per share of such option or stock appreciation right.

In May 2005, the 2005 Stock Incentive Plan replaced the 1997 Stock Incentive Plan and the 2000 Stock Option Plan, which did not cover executive officers. Upon a change in control, these plans provided for outstanding awards to become vested, paid and settled on terms similar to the 2005 Stock Incentive Plan.

The change in control provisions under these plans operate using a single trigger. This means that any change in control will permit the executive to receive payments or benefits under these plans, even if the executive's employment is unaffected as a result of the change in control. Under the 2005 Stock Incentive Plan, change in control is defined as the occurrence of any of the following events:

any person becomes the beneficial owner of more than 35% of General Cable's voting stock;

General Cable sells all or substantially all of its property or assets;

General Cable's stock ceases being publicly traded;

General Cable consolidates or merges with a third party whereby persons who were our stockholders immediately before the consolidation or merger together own less than 51 percent of the voting stock of the surviving entity; and

the Directors who served as such on May 10, 2005 (the incumbent Directors) no longer constitute a majority of the Board of Directors; however, a subsequently elected director will also be an incumbent Director if that Director's nomination was supported by at least two-thirds of the then incumbent Directors.

***Other Termination Events.*** Outstanding vested and unvested awards under the 2005 Stock Incentive Plan will be subject to the following treatment, subject to the Compensation Committee's discretion:

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<b>Reason for Termination</b>	<b>Effect on Awards under the Plan</b>
Death or Disability	Unvested stock awards and units will become vested.  Unexercisable stock options and stock appreciation rights will become vested and exercisable for one year unless the option has an earlier expiration date.  Exercisable options will be exercisable for one year unless the option has an earlier expiration date.  Unearned performance awards will become earned and vested based on the award recipient's performance immediately prior to death or disability.
For Cause Termination	All awards, whether or not vested, will be forfeited.
Other Termination Events, including Retirement	Unvested, unearned or unexercisable awards will be forfeited.  Exercisable awards will be exercisable for a 90-day period unless the award has an earlier termination date.

**Quantification of Payments and Benefits.** The Table below provides an estimate of the value of the potential benefits that each executive might be entitled to receive upon the occurrence of certain events under the 2005 Stock Incentive Plan and its predecessor plans as if the triggering event had occurred on December 31, 2008.

<b>Named Executive Officer</b>	<b>Estimated Potential Benefit (\$)</b>		
	<b>Upon Change in Control or Upon Death or Disability Acceleration and settlement of previously unvested stock options granted under Stock Incentive Plans (1)(2)</b>	<b>Upon Change in Control Acceleration and settlement of the unvested portion of restricted stock and other stock awards granted under Stock Incentive Plans (1)(3)</b>	<b>Upon Change in Control Cash-out of previously vested stock options granted under Stock Incentive Plans (4)(5)</b>
Gregory B. Kenny	0	1,596,239	906,273
Brian J. Robinson	0	260,131	25,758
J. Michael Andrews	0	355,994	0
Domingo Goenaga	0	255,302	42,900
Gregory J. Lampert	0	483,485	28,409
Roderick Macdonald	0	320,331	68,687
Mathias Sandoval	0	765,906	0
Robert J. Siverd	0	440,746	520,063

- (1) Assumes that our Compensation Committee or our Chief Executive Officer approved acceleration and settlement in connection with a change in control as required for awards subject to the terms of the 1997 Stock Incentive Plan and the 2000 Stock Option Plan. In the event of death or disability, unvested stock awards will become vested, and unexercisable stock options will become exercisable for one year unless the option has an earlier expiration date, but it is assumed that the awards are settled as of the assumed triggering date.
- (2) This amount represents the unrealized value of the unvested portion of stock options under our three stock plans as of December 31,

2008. The closing price of a share of our common stock on December 31, 2008 was \$17.69, which was lower than the applicable per share exercise price of the options. Therefore, the stock options had no value.

- (3) This amount represents the unrealized value of the unvested portion restricted stock granted under our Stock

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Incentive Plans that are subject to restrictions: 90,234 for Mr. Kenny; 14,705 for Mr. Robinson; 20,124 for Mr. Andrews; 14,432 for Mr. Goenaga; 27,331 for Mr. Lampert; 18,108 for Mr. Macdonald; 43,296 for Mr. Sandoval; and 24,915 for Mr. Siverd, based upon the closing price of our common stock on December 31, 2008. Mr. Andrews forfeited these shares upon his termination of employment.

- (4) Assumes that our Compensation Committee approved the granting of this benefit as required under the terms of the stock plans.
- (5) This amount represents the unrealized value of the aggregate vested portion of stock options, which had value

based on the closing price of the Company's common stock on December 31, 2008: 91,331 for Mr. Kenny; 4,519 for Mr. Robinson; 10,000 for Mr. Goenaga; 4,984 for Mr. Lampert; 8,296 for Mr. Macdonald; and 71,604 for Mr. Siverd. The unrealized value of vested options was calculated by multiplying (a) the number of shares underlying the unvested options by (b) the difference between \$17.69, the closing price of a share of our common stock on December 31, 2008 and the applicable per share exercise price of the options.

**Potential Severance Benefits under Mr. Goenaga's Employment Agreement**

Mr. Goenaga's employment agreement provides for a severance benefit that would be triggered in the following circumstances:

Mr. Goenaga voluntarily terminates his employment due to a substantial modification of his duties or a default by the Company under the terms of the employment agreement;

Mr. Goenaga voluntarily terminates his employment within three years of a change in control or a substantial change in the Company's principal business activity; and

Mr. Goenaga is involuntarily terminated within three years of a change in control or a substantial change in the Company's principal business activity.

Upon the triggering event, Mr. Goenaga is entitled to a lump sum payment equal to one and one-half times his base salary in the year of termination. If the triggering event would have occurred on December 31, 2008, Mr. Goenaga would have received the Euro equivalent of \$584,460.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

In 2008, all compensation determinations and awards were made by the independent Directors who make up the Compensation Committee who are identified on page 11. There were no interlocking relationships between executive officers of the Company and the Compensation Committee members or other Directors of the Company during 2008.

**TRANSACTIONS WITH RELATED PERSONS**

The Company has adopted policies and procedures for review and approval of any related party transactions that meet the minimum threshold for disclosure in the proxy statement under the applicable Securities and Exchange Commission rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest). The Company has not entered into any transactions since the beginning of its last fiscal year with any related person.

Under the Company's policies and procedures, related parties are expected to seek Audit Committee approval of related party transactions before the transaction is entered into or amended. The Audit Committee may ratify a transaction after it has been entered into, in which case the transaction will be evaluated on the same standards as a transaction being pre-approved. In certain circumstances, the Audit Committee Chairman may act on behalf of the Audit Committee. The policy specifically requires approval or ratification if the Company hires a family member of a director (including a director

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nominee), executive officer or significant stockholder for total compensation in excess of \$120,000 or, after initial approval of the hire, makes any material changes to employment arrangement.

When seeking approval, the related party will provide the Company's General Counsel with information about the transaction for the General Counsel's evaluation and submission to the Audit Committee. The evaluation information includes:

the related person's relationship to the Company and interest in the transaction;

material facts of the proposed transaction, including the proposed aggregate value of the transaction;

benefits to the Company of the proposed transaction;

availability of other sources of comparable products or services;

an assessment of whether the proposed transaction is on terms that are comparable to terms available to an unrelated third party or to employees generally; and

any effect on a director's independence if the transaction involves a director.

After considering the evaluation information, the Audit Committee will approve or ratify only those transactions that are not opposed to the interests of the Company and that are on terms that are fair to the Company. The Committee may make its approval conditional upon revisions to the terms of the transaction.

**RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, AN  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, TO AUDIT GENERAL  
CABLE'S 2009 CONSOLIDATED FINANCIAL STATEMENTS AND INTERNAL CONTROL  
OVER FINANCIAL REPORTING**

**(Proposal 2)**

On February 5, 2009, the Audit Committee of General Cable appointed Deloitte & Touche LLP, along with the member firm of Deloitte & Touche Tohmatsu and their respective affiliates (Deloitte), independent registered public accounting firm, to audit the consolidated financial statements of General Cable and its subsidiaries for 2009 and its internal control over financial reporting as of December 31, 2009. The Board of Directors ratified that appointment and is submitting it to stockholders for a vote at the Annual Meeting.

**Principal Accounting Firm Fees.** Aggregate fees billed to the Company for the fiscal years ended December 31, 2008 and 2007 by Deloitte and its affiliates were as follows:

	<b>Fiscal Year Ended</b>	
	<b>2008</b>	<b>2007</b>
Audit Fees <sup>(1)</sup>	\$ 4,127,000	\$ 4,273,000
Audit-related Fees <sup>(2)</sup>	95,000	415,000
Tax Fees <sup>(3)</sup>	400,000	464,000
All Other Fees	0	0
	<b>\$ 4,622,000</b>	<b>\$ 5,152,000</b>

(1) Includes foreign and statutory audit fees and reviews of registration statements,



including  
related consents  
and comfort  
letters.

- (2) Includes  
employee  
benefit plan  
audits and  
assistance with  
due diligence  
activities on the  
acquisition of  
Phelps Dodge  
International  
Corporation in  
2007.
- (3) Includes fees for  
tax compliance,  
consultation and  
planning.

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General Cable expects representatives of Deloitte to attend the Annual Meeting and be available to respond to appropriate questions from stockholders. The Deloitte representatives will also have the opportunity to make a statement if they so desire.

**The Board of Directors recommends that stockholders vote FOR the proposal to ratify the appointment of Deloitte & Touche LLP to audit General Cable's 2009 consolidated financial statements and internal control over financial reporting.**

**APPROVAL OF AN AMENDMENT TO  
GENERAL CABLE'S 2005 STOCK INCENTIVE PLAN  
(Proposal 3)**

The Board is recommending that the General Cable Corporation 2005 Stock Incentive Plan ( "2005 Stock Incentive Plan" ) be amended to provide 4,000,000 additional shares of common stock available for issuance. The Board of Directors approved the General Cable Corporation 2005 Stock Incentive Plan ( "2005 Stock Incentive Plan" ), which was approved by the stockholders at the 2005 Annual Meeting of Stockholders. The 2005 Stock Incentive Plan authorizes the grant of stock awards, including restricted common stock and grants of stock options, to key employees and nonexecutive directors of the Company. The 2005 Stock Incentive Plan was approved by stockholders for a total of 1,800,000 authorized shares.

The purpose of the amendment is to secure adequate shares to fund expected awards to key employees under the Company's long-term incentive program and to nonexecutive directors. With awards having been made under this plan to an increased number of executive officers managing the Company's expanding business, a substantial number of the 1,800,000 shares available for issuance under the 2005 Stock Incentive Plan have become subject to awards. The Board believes that equity incentives are an important part of the Company's overall compensation program and that it is advisable to approve this amendment, which would increase the maximum available shares from 1,800,000 to 5,800,000.

The Board and its Compensation Committee regularly review the equity overhang and manage the number of annual awards in administering the 2005 Stock Incentive Plan. Equity overhang represents all stock incentives granted and available for future grant under plans as a percentage of outstanding shares (plus shares that could be issued pursuant to plans). Annual awards represent the sum of option awards, non-performance restricted stock awards, and performance-based restricted stock awards vesting in a year as a percentage of outstanding shares at the end of the year. In approving this amendment, the Board reviewed both the equity overhang and the rate of annual awards and determined that both are reasonable.

Set forth below is (i) a summary of the principal features of the 2005 Stock Incentive Plan, (ii) information about securities subject to awards under the Company's equity compensation plans; and (iii) a summary of the federal income tax consequences of the 2005 Stock Incentive Plan. The proposed amendment to the 2005 Stock Option Plan is attached to this Proxy Statement as Appendix A. Except the proposed increase in authorized shares, the 2005 Stock Incentive Plan will remain in effect as previously adopted by stockholders.

**Summary of the 2005 Stock Incentive Plan**

*Purpose of the 2005 Stock Incentive Plan.* The purpose of the 2005 Stock Incentive Plan is to

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provide incentives to attract, retain, motivate and reward highly competent persons as outside directors, executive officers and other key employees of General Cable or any of its subsidiaries by providing them opportunities to acquire shares of common stock of General Cable or to receive monetary payments based on the value of such shares. Furthermore, the 2005 Stock Incentive Plan is intended to assist in further aligning the interests of plan participants with those of the Company's stockholders.

**Consideration to Be Received by General Cable for the Granting of Awards.** The Board of Directors of General Cable believes that General Cable and its subsidiaries will significantly benefit from having General Cable's outside directors, executive officers and other key employees receive options to purchase common stock and other awards under the 2005 Stock Incentive Plan. Providing an opportunity to the foregoing participants in the 2005 Stock Incentive Plan to acquire common stock or benefit from the appreciation of such common stock is valuable in attracting and retaining highly qualified outside directors and employees and in providing additional motivation to such personnel to use their best efforts on behalf of General Cable and its stockholders.

**Administration of the 2005 Stock Incentive Plan.** The 2005 Stock Incentive Plan is administered by the Compensation Committee of the Board of Directors which is comprised of four directors, none of whom is an officer or employee of General Cable. The current members of the Compensation Committee are Robert L. Smialek (Chairman), Gregory E. Lawton, Craig P. Omtvedt and John E. Welsh, III. It is the Board's policy that the Compensation Committee be comprised of outside directors for the purpose of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act), and the performance-based compensation exception under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code).

Under the 2005 Stock Incentive Plan, the Compensation Committee is authorized to grant awards to outside directors, executive officers and other key employees of General Cable or any of its subsidiaries and to determine the number and types of such awards and the terms, conditions and limitations applicable to each such award. In addition, the Compensation Committee has the power to interpret the 2005 Stock Incentive Plan and to adopt such rules and regulations as it considers necessary or appropriate for purposes of administering the 2005 Stock Incentive Plan.

The Compensation Committee shall have the authority to retract any award granted under the 2005 Stock Incentive Plan in case of a material restatement of the financial statements of General Cable or if it is otherwise determined by the Compensation Committee that the previously granted award was not earned by the participant.

**Awards.** Awards are evidenced by award agreements in such forms as the Compensation Committee approves from time to time. Each award is subject to such terms and conditions consistent with the 2005 Stock Incentive Plan, as determined by the Compensation Committee and as set forth in the award agreement. The following types of awards or any combination of them may be granted under the 2005 Stock Incentive Plan:

**Stock Options.** Stock Options granted under the 2005 Stock Incentive Plan may be either Incentive Stock Options (within the meaning of Section 422 of the Code) or Non-Qualified Stock Options which do not qualify as Incentive Stock Options. A description of these two types of Stock Options appears below under the heading Federal Income Tax Consequences.

The Compensation Committee determines the exercise price at which shares underlying a Stock Option may be purchased, whether an Incentive Stock Option or a Non-Qualified Stock

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Option. However, the exercise price may not be less than the fair market value of the shares of common stock on the date the Stock Option is granted.

Incentive Stock Options may be granted only to executive officers and other key employees of General Cable or any of its subsidiaries, and Non-Qualified Stock Options may be granted to any participant in the 2005 Stock Incentive Plan. No Incentive Stock Options have been granted under the Plan.

No Stock Option will be exercisable later than ten years after the date it is granted. Stock Options granted under the 2005 Stock Incentive Plan are exercisable at such times as specified in the 2005 Stock Incentive Plan and the award agreement. A participant in the 2005 Stock Incentive Plan may pay the option exercise price in cash or, in the discretion of the Compensation Committee, either in shares of common stock then owned by the participant, by the withholding of shares of common stock for which a Stock Option is exercisable, by a combination of these methods, or by any other appropriate method.

Incentive Stock Options are subject to certain limitations, including the following. The aggregate market value (determined as of the date of grant) of common stock with respect to which Incentive Stock Options are exercisable for the first time by a participant during any calendar year may not exceed \$100,000. Furthermore, Incentive Stock Options may not be granted to any participant who, at the time of grant, owns stock possessing more than 10% of the total combined voting power of all outstanding classes of stock of General Cable or any of its subsidiaries, unless the exercise price is fixed at not less than 110% of the fair market value of the common stock on the date of grant and the option cannot be exercised more than five years after the date of grant.

**Stock Appreciation Rights.** A Stock Appreciation Right is a right to receive a payment in cash, shares of common stock or a combination of cash and shares of common stock, in an amount equal to the increase in the fair market value, or other specified valuation, of a specified number of shares from the date the right is granted to the date the right is exercised. Stock Appreciation Rights may be granted to executive officers and other key employees.

**Stock Awards.** Stock Awards may be granted to any participant in the 2005 Stock Incentive Plan. A Stock Award may include restrictions on the sale or other disposition of the shares covered by the award, or General Cable may have the right to reacquire such shares for no consideration upon termination of the participant's employment within specified periods. The award agreement will specify whether the participant will have, with respect to the shares of common stock subject to a Stock Award, all of the rights of a holder of shares of common stock, including the right to receive dividends and to vote the shares.

**Performance Awards.** Performance Awards may be granted to executive officers and other key employees of General Cable or any of its subsidiaries. The Compensation Committee will set performance targets at its discretion which, depending on the extent to which they are met, will determine the number and/or value of Performance Awards that will be paid out to the participants and may attach to such Performance Awards one or more restrictions. Performance targets may be based upon company-wide, business unit and/or individual performance.

Payment of earned Performance Awards may be made in shares of common stock or in cash and will be made in accordance with the terms and conditions prescribed or authorized by the

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Compensation Committee. The participant may elect to defer, or the Compensation Committee may require or permit the deferral of, the receipt of Performance Awards upon such terms as the Compensation Committee deems appropriate

**Stock Units.** Stock Units may be granted to executive officers and other key employees of General Cable or any of its subsidiaries. A Stock Unit is a notional account representing one share of common stock. The Compensation Committee determines the vesting criteria for Stock Units. Upon vesting, shares of common stock are distributed, subject to certain exceptions, to the participant unless the participant and the Compensation Committee agree to make payment in cash or partly in cash and partly in shares of common stock. The Compensation Committee may grant a participant the right to receive the amount of any dividend paid on the share of common stock underlying a Stock Unit (payable in cash or in additional Stock Units).

**Performance-Based Awards.** Certain awards made under the 2005 Stock Incentive Plan may be granted so that they qualify as performance-based compensation (as this term is used in Section 162(m) of the Code and the regulations thereunder) and are exempt from the deduction limitation imposed by Section 162(m) of the Code ( Performance-Based Awards ). All Stock Options and Stock Appreciation Rights granted under the 2005 Stock Incentive Plan and certain Stock Awards, Performance Awards, and Stock Units granted under the 2005 Stock Incentive Plan, and the compensation attributable to such awards, are intended to (i) qualify as Performance-Based Awards or (ii) be otherwise exempt from the deduction limitation imposed by Section 162(m) of the Code. Among other criteria, awards only qualify as Performance-Based Awards if at the time of grant the Compensation Committee is comprised solely of two or more outside directors (as this term is used in Section 162(m) of the Code and the regulations thereunder). In making these awards, the Compensation Committee must establish and apply objective performance goals and may use one or more or a combination of goals including increases or improvements in earnings per share, net income, return on assets, stock market index comparisons and other similar objective factors.

**Eligibility and Participation.** All outside directors, executive officers and other key employees of General Cable or any of its subsidiaries who are significantly responsible for the success and future growth and profitability of General Cable, as determined by the Compensation Committee, are eligible to be participants in the 2005 Stock Incentive Plan. As of the date of this Proxy Statement, four outside directors, seven executive officers and approximately 200 key employees were eligible to be participants. A participant's right, if any, to continue to serve General Cable as a director, executive officer, other key employee, or otherwise will not be enlarged or otherwise affected by his or her designation as a participant under the 2005 Stock Incentive Plan. Participants may receive one or more awards under the 2005 Stock Incentive Plan.

The maximum number of shares of common stock with respect to which awards may be granted or measured to any individual participant under the 2005 Stock Incentive Plan during each of General Cable's fiscal years will not exceed 750,000 shares, subject to adjustments for stock splits, recapitalizations and other specified events. In addition, the maximum number of shares of common stock which may be granted to non-employee directors during each five-year period under the Term of the 2005 Stock Incentive Plan will not exceed 400,000 shares, subject to adjustment.

**Shares Subject to Awards.** The aggregate number of shares of common stock that may be subject to awards, including shares of common stock underlying Stock Options, to be granted under the 2005 Stock Incentive Plan will be increased to 5,800,000 shares, subject to adjustments for stock splits, recapitalizations and other specified events, if the amendment is approved. Such shares may be treasury

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shares or authorized but unissued shares. If any outstanding award is canceled, forfeited, delivered to General Cable as payment for the exercise of a Stock Option or surrendered to General Cable for tax withholding purposes, shares of common stock allocable to such award may again be available for awards under the 2005 Stock Incentive Plan. On March 10, 2009, the closing price of common stock on the New York Stock Exchange was \$15.75.

The 2005 Stock Incentive Plan replaced the 1997 Stock Incentive Plan and the 2000 Stock Option Plan. Upon approval of the 2005 Stock Incentive Plan, the Company stopped making awards under the other plans. At that time, these plans had approximately 500,000 shares available for issuance.

***Vesting Restrictions.*** Any award to a participant in the 2005 Stock Incentive Plan is subject to graded vesting with a minimum vesting period of three years, unless otherwise determined by the Compensation Committee.

***Effect of Change in Control.*** The 2005 Stock Incentive Plan provides for the acceleration of certain benefits in the event of a Change in Control of General Cable. The meaning of a Change in Control is either defined in the participant's employment agreement or change-in-control agreement, if one exists, or by the 2005 Stock Incentive Plan. The 2005 Stock Incentive Plan definition includes, among other things, such events as the sale of all assets of General Cable, any person becoming the beneficial owner of more than 35% of General Cable's voting stock, and a merger of General Cable where General Cable's stockholders own less than 51% of the voting stock of the surviving entity.

All unvested awards granted under the 2005 Stock Incentive Plan will become fully vested immediately upon the occurrence of the Change in Control and such vested awards will be paid out or settled, as applicable, within 60 days upon the occurrence of the Change in Control, subject to requirements of applicable laws and regulations. The Compensation Committee may determine that upon the occurrence of a Change in Control, each Stock Option and Stock Appreciation Right outstanding will terminate and the holder will receive, within 60 days upon the occurrence of the Change in Control, an amount equal to the excess of the fair market value of the shares underlying the award immediately prior to the occurrence of such Change in Control over the exercise price per share of such award. This cashout amount is payable in cash, in one or more kinds of property (including the property, if any, payable in the transaction) or in a combination thereof.

***Adjustments to Awards Due to Changes in General Cable's Capital Structure.*** In the event of any change in the shares of common stock by reason of a merger, consolidation, reorganization, recapitalization, stock split, stock dividend, exchange of shares, or other similar change in the corporate structure or distribution to stockholders, each outstanding Stock Option and Stock Appreciation Right will be adjusted. The adjustments will make each award exercisable thereafter for the securities, cash and/or other property as would have been received in respect of the common stock subject to such award had the Stock Option or Stock Appreciation Right been exercised in full immediately prior to the change or distribution. Furthermore, in the event of any such change or distribution, in order to prevent dilution or enlargement of participants' rights under the 2005 Stock Incentive Plan, the Compensation Committee has the authority to make equitable adjustments to, among other things, the number and kind of shares and exercise price of outstanding awards.

***Termination of Employment.*** If a participant's employment is terminated, outstanding vested and unvested awards under the 2005 Stock Incentive Plan will be subject to the following treatment, subject to the Compensation Committee's discretion:

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<b>Reason for Termination</b>	<b>Effect on Awards under the Plan</b>
Death or Disability	<p>Unvested stock awards and units will become vested.</p> <p>Unexercisable stock options and stock appreciation rights will become vested and exercisable for one year unless the option has an earlier expiration date.</p> <p>Exercisable options will be exercisable for one year unless the option has an earlier expiration date.</p> <p>Unearned performance awards will become earned and vested based on the award recipient's performance immediately prior to death or disability.</p>
For Cause Termination	All awards, whether or not vested, will be forfeited.
Other Termination Events, including Retirement	<p>Unvested, unearned or unexercisable awards will be forfeited.</p> <p>Exercisable awards will be exercisable for a 90-day period unless the award has an earlier termination date.</p>

**Transferability.** Each award granted under the 2005 Stock Incentive Plan which is subject to restrictions on transferability and/or exercisability is not transferable otherwise than by will or the laws of descent and distribution, and/or is exercisable, during the participant's lifetime, only by the participant. The Compensation Committee may allow a Stock Option or Stock Appreciation Right to be exercisable during a period after the death of the participant by the executor or administrator of the estate of the deceased participant or the person or persons to whom the deceased participant's rights under the Stock Option or Stock Appreciation Right will pass by will or the laws of descent and distribution. The Compensation Committee also may permit an award (other than an Incentive Stock Option) to be transferred by a participant solely to members of the participant's immediate family or trusts or family partnerships for the benefit of such persons, subject to any restriction included in the award agreement.

**Amendment of Awards.** The terms and conditions applicable to any award may be amended or modified by mutual agreement between General Cable and the participant or any other persons as may then have an interest in the award. Also, by mutual agreement between General Cable and a participant under this 2005 Stock Incentive Plan or under any other present or future plan of General Cable, awards may be granted to a participant in substitution and exchange for, and in cancellation of, any awards previously granted to a participant under the 2005 Stock Incentive Plan or any other present or future plan of General Cable.

**Term and Amendment of the 2005 Stock Incentive Plan.** The 2005 Stock Incentive Plan became effective on May 10, 2005, and will expire on May 10, 2015, unless terminated sooner by the Board of Directors. The proposed amendment to the plan will increase the authorized shares under the plan but will not change any other terms and conditions.

The Board of Directors may amend, suspend or terminate the 2005 Stock Incentive Plan at any time and from time to time. Without stockholder approval, no amendment will (i) increase the total number of shares which may be issued under the 2005 Stock Incentive Plan or the maximum number of shares with respect to which Stock Options, Stock Appreciation Rights and other awards that may be granted to any individual under the 2005 Stock Incentive Plan; (ii) modify the requirements as to eligibility for awards under the 2005 Stock Incentive Plan; (iii) disqualify any Incentive Stock Options granted under the 2005 Stock Incentive Plan; or (iv) effect the repricing of Stock Options.

**New Plan Benefits.** Because Awards are made in the sole discretion of the Compensation Committee, it cannot be determined at this time what benefits or amounts, if any, will be received by or allocated to any person or group of persons under the 2005 Stock Incentive Plan. The following table

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discloses the awards made in early 2009 for 2008 performance. These awards are not necessarily representative of awards that may be made under the 2005 Stock Incentive Plan.

**NEW PLAN BENEFITS**  
**2005 STOCK INCENTIVE PLAN**

Name and Position	Shares of Restricted Stock	Restricted Stock Units	Shares Subject to Stock Options
Gregory B. Kenny <i>President and Chief Executive Officer</i>	33,000	0	180,000
Brian J. Robinson <i>Executive Vice President, Chief Financial Officer and Treasurer</i>	10,000	0	60,000
Robert J. Siverd <i>Executive Vice President, General Counsel and Secretary</i>	10,000	0	60,000
Roderick Macdonald <i>Executive Vice President Global Sales and Business Development</i>	10,000	0	60,000
J. Michael Andrews <i>Executive Vice President</i>	0	0	0
Domingo Goenaga <i>Executive Vice President, President and Chief Executive Officer, General Cable Europe and North Africa</i>	0	39,000	0
Gregory J. Lampert <i>Executive Vice President, President and Chief Executive Officer, General Cable North America</i>	10,000	0	60,000
Mathias F. Sandoval <i>Executive Vice President, General Cable Rest of World, President and Chief Executive Officer, Phelps Dodge International Corporation</i>	10,000	0	60,000
Executive Group	83,000	39,000	480,000
Non-Executive Director Group	0	27,500	0
Non-Executive Officer Employee Group	121,000	0	0

(1) The awards to be made in future years are undeterminable. The disclosed awards represent amounts awarded in February 2009 under the Company's long-term incentive



program.

**Equity Compensation Plan Information**

The following table presents summary information as of December 31, 2008 with respect to all of the Company's equity compensation plans.

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Plan Category	Numbers of securities to be issued upon exercise of outstanding options (1)	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Stockholder approved plans:			
1997 Stock Incentive Plan <sup>(2)</sup>	239,000	\$ 10.12	287,000
2005 Stock Incentive Plan	459,000	54.35	801,000
Non-stockholder approved plans:			
2000 Stock Option Plan <sup>(2)</sup>	108,000	10.95	290,000
Total	806,000	\$ 35.40	1,378,000

(1) Excludes 90,909 shares of restricted stock awarded and outstanding from the 1997 Plan and 311,692 shares of restricted stock and 67,250 restricted stock units awarded and outstanding from the 2005 Plan through December 31, 2008.

(2) No new awards have been issued under these plans

since the  
adoption of the  
2005 Stock  
Incentive Plan  
on May 10,  
2005.

### **Federal Income Tax Consequences**

The following information is not intended to be a complete discussion of the federal income tax consequences of participation in the 2005 Stock Incentive Plan and is qualified in its entirety by references to the Code and the regulations adopted under the Code. The provisions of the Code described in this section include current tax law only and do not reflect any proposals to revise current tax law. The federal income tax consequences applicable to officers, directors, and other persons who are subject to potential liability under Section 16(b) of the Exchange Act may be different than the federal income tax consequences applicable to persons who are not subject to Section 16(b). The federal income tax consequences applicable to all persons, whether or not subject to Section 16(b), are described below.

***Incentive Stock Options.*** Generally, under the Code, an optionee will not realize taxable income by reason of the grant or exercise of an Incentive Stock Option granted pursuant to the 2005 Stock Incentive Plan (see, however, discussion of alternative minimum tax below). If an optionee exercises an Incentive Stock Option and does not dispose of the shares until the later of (i) two years from the date the option was granted and (ii) one year from the date of exercise, the entire gain, if any, realized upon disposition of such shares will be taxable to the optionee as long-term capital gain, and General Cable will not be entitled to any deduction. If an optionee disposes of the shares within the period of two years from the date of grant or one year from the date of exercise (a disqualifying disposition), the optionee generally will realize ordinary income in the year of disposition and General Cable will receive a corresponding deduction in an amount equal to the excess of (i) the lesser of (a) the amount, if any, realized on the disposition and (b) the fair market value of the shares on the date the option was exercised over (ii) the option price. Any additional gain realized on the disposition will be short-term or long-term capital gain and any loss will be long-term or short-term capital loss. The optionee will be considered to have disposed of a share if he or she sells, exchanges, makes a gift of or transfers legal title to the share (except transfers, among others, by pledge, on death or to a spouse). If the disposition is by sale or exchange, the optionee's tax basis will equal the amount paid for the shares plus any ordinary income realized as a result of the disqualifying disposition.

The exercise of an Incentive Stock Option may subject the optionee to the so-called alternative minimum tax (AMT). The amount by which the fair market value of the shares purchased at the time of the exercise exceeds the option exercise price is an adjustment for purposes of computing the AMT. In

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the event of a disqualifying disposition of the shares in the same taxable year as exercise of the Incentive Stock Option, no adjustment is then required for purposes of the AMT, but regular income tax, as described above, may result from such disqualifying disposition.

An optionee who surrenders shares as payment of the exercise price of his or her Incentive Stock Option generally will not recognize gain or loss on his or her surrender of such shares. The surrender of shares previously acquired upon exercise of an Incentive Stock Option in payment of the exercise price of another Incentive Stock Option, is, however, a disposition of such stock. If the Incentive Stock Option holding period requirements described above have not been satisfied with respect to such stock, such disposition will be a disqualifying disposition that may cause the optionee to recognize ordinary income as discussed above.

Under the Code, all of the shares received by an optionee upon exercise of an Incentive Stock Option by surrendering shares will be subject to the Incentive Stock Option holding period requirements. Of those shares, a number of shares (the Exchange Shares) equal to the number of shares surrendered by the optionee will have the same tax basis for capital gains purposes (increased by any ordinary income recognized as a result of a disqualifying disposition of the surrendered shares if they were Incentive Stock Option shares) and the same capital gains holding period as the shares surrendered. For purposes of determining ordinary income upon a subsequent disqualifying disposition of the Exchange Shares, the amount paid for such shares will be deemed to be the fair market value of the shares surrendered. The balance of the shares received by the optionee will have a tax basis (and a deemed purchase price) of zero and a capital gains holding period beginning on the date of exercise. The Incentive Stock Option holding period for all shares will be the same as if the option had been exercised for cash.

***Non-Qualified Stock Options.*** Generally, there will be no federal income tax consequences to either the optionee or General Cable on the grant of Non-Qualified Stock Options pursuant to the 2005 Stock Incentive Plan. On the exercise of a Non-Qualified Stock Option, the optionee has taxable ordinary income equal to the excess of the fair market value of the shares acquired on the exercise date over the option price of the shares. General Cable will be entitled to a federal income tax deduction (subject to the limitations contained in Section 162(m)) in an amount equal to such excess, provided that General Cable complies with applicable reporting rules.

Upon the sale of stock acquired by exercise of a Non-Qualified Stock Option, optionees will realize long-term or short-term capital gain or loss depending upon their holding period for such stock. For individuals, capital losses are deductible only to the extent of capital gains for the year plus \$3,000. An optionee who surrenders shares in payment of the exercise price of a Non-Qualified Stock Option will not recognize gain or loss with respect to the shares so delivered unless such shares were acquired pursuant to the exercise of an Incentive Stock Option and the delivery of such shares is a disqualifying disposition. See Incentive Stock Options. The optionee will recognize ordinary income on the exercise of the Non-Qualified Stock Option as described above. Of the shares received in such an exchange, that number of shares equal to the number of shares surrendered have the same tax basis and capital gains holding period as the shares surrendered. The balance of shares received will have a tax basis equal to their fair market value on the date of exercise and the capital gains holding period will begin on the date of exercise.

***Stock Appreciation Rights.*** A participant who is awarded a Stock Appreciation Right will not have taxable income upon the grant of such Stock Appreciation Right and General Cable will not be entitled to a tax deduction by reason of such grant. Upon the exercise of a Stock Appreciation Right, a participant will recognize taxable ordinary income equal to the amount of cash and the fair market value of any shares of common stock received. General Cable may generally claim a deduction at that time

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equal to the amount recognized as ordinary income by the participant.

**Stock Awards.** The taxability of a Stock Award to a participant is dependent upon the extent to which the award is restricted on the date of grant. If a Stock Award is either transferable or not subject to a substantial risk of forfeiture, a participant will recognize taxable ordinary income on the date of grant. If a Stock Award is both non-transferable and subject to a substantial risk of forfeiture on the date of grant, then unless an election is made as described below, a participant will not recognize taxable ordinary income on the date of grant, but will at such time or times as the Stock Award becomes either transferable or not subject to a substantial risk of forfeiture in an amount equal to the fair market value of such shares at that time. Within thirty days of receipt of a Stock Award that is not transferable and subject to a substantial risk of forfeiture, a participant may file an election with the Internal Revenue Service to include as taxable ordinary income in the year of receipt an amount equal to the fair market value of the shares subject to the award at the time of receipt. In such event, any subsequent appreciation in the value of such shares will not be taxable as compensation to a participant upon the vesting of shares subject to the award. However, if shares subject to the award are forfeited subsequent to such election, a participant will not be entitled to a tax deduction. For purposes of determining the amount of taxable gain or loss upon a subsequent disposition of shares issued pursuant to such an award, the amount recognized as ordinary income to a participant will be treated as the cost basis for such shares. Shares which are held for more than one year after vesting (or in the event of an election as described above, the date of receipt) generally will qualify for long-term capital gain treatment. General Cable will be entitled to a deduction in such amount and at such time as ordinary income becomes taxable to the participant.

**Performance Awards.** The tax consequences of a performance award depend upon the nature of the underlying award and if and when the performance goals are achieved. If a performance award consists of a promise to deliver common stock at a future date based upon the satisfaction of certain targets, such awards will be subject to federal income taxation as ordinary income based upon the fair market value of the common stock on the date such performance awards are earned by a participant by satisfying the performance targets, provided such awards are not then subject to a substantial risk of forfeiture.

**Stock Units.** A participant will not be subject to federal income taxation upon the grant of a Stock Unit. A participant will be subject to tax as ordinary taxable income upon payout of a stock unit in an amount equal to the sum of the cash and the fair market value of common stock received.

**Application of Section 409A to Deferred Compensation Arrangements.** The 2005 Stock Incentive Plan provides that, under certain circumstances, the receipt of a benefit resulting from an award under the 2005 Stock Incentive Plan may be electively deferred by the participant (or the Compensation Committee, as applicable) to a time that is later than the year in which such benefit becomes vested. To the extent that a participant makes such a deferral election, Section 409A of the Code, which was enacted as part of the American Jobs Creation Act of 2004 (the Jobs Act), subjects the deferral arrangement to certain substantive requirements including (among other items) deferral election and payment timing requirements. In the event that a deferral arrangement fails to comply with Code Section 409A in form or operation, a participant may become subject to: (i) the imposition of Federal income tax on all amounts deferred in the tax year in which the amounts are deferred (or, if later, in the tax year when the receipt of the benefits are no longer subject to a substantial risk of forfeiture); (ii) a penalty tax of 20 percent of the includable amount (in addition to the regular income tax at ordinary income rates); and (iii) interest at the underpayment rate plus 1 percent from the time the amount was first deferred (or, if later, the tax year when the benefits are no longer subject to a substantial risk of forfeiture) until the time the amount is included in income.

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***Withholding of Tax; Company Deduction.*** Generally, whenever a participant realizes ordinary income under the 2005 Stock Incentive Plan, a corresponding deduction is available to General Cable provided General Cable complies with certain reporting requirements. Under Section 162(m), however, General Cable will be denied a deduction for certain compensation exceeding \$1,000,000 paid to its covered employees, who generally are the Chief Executive Officer and the four other highest paid executive officers, excluding (among other things) certain performance-based compensation.

General Cable is entitled to withhold, or secure payment from a participant in lieu of withholding, the amount of any tax required by law to be withheld or paid by General Cable with respect to any amount payable or shares issuable under a participant's award.

***Conclusion.*** The foregoing summarizes the U.S. federal income tax consequences, and does not include a discussion of state and local income tax or foreign tax consequences of participation in the 2005 Stock Incentive Plan. Participants are encouraged to consult their own tax advisors regarding the federal, state and local tax consequences in their particular circumstances and with respect to their particular awards.

**The Board of Directors recommends a vote FOR the proposal to approve the amendment to the General Cable Corporation 2005 Stock Incentive Plan.**

**OTHER INFORMATION**

**Solicitation of Proxies**

Solicitation of proxies is being made by management at the direction of General Cable's Board of Directors, without additional compensation, through the mail, in person or by telephone. The cost will be borne by General Cable. In addition, General Cable will request brokers and other custodians, nominees and fiduciaries to forward proxy soliciting material to the beneficial owners of shares held of record and General Cable will reimburse them for their expenses in so doing. General Cable has retained D. F. King & Co., Inc. to aid in the solicitation of proxies for a fee of \$6,500 plus out-of-pocket expenses.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires General Cable's Directors and executive officers, and persons who own more than 10% of a registered class of equity securities, to file initial reports of ownership and reports of changes in ownership of General Cable common stock with the SEC. These persons are required by SEC regulations to furnish General Cable with copies of all Section 16(a) forms which they file. Based on review of the copies of forms furnished to General Cable and filed with the SEC, General Cable believes that all such SEC filings during 2008 complied with the reporting requirements.

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**Stockholder Proposals for 2009 Annual Meeting**

Stockholder proposals under Rule 14a-8 of the Securities Exchange Act of 1934 for the 2010 Annual Meeting of Stockholders must be received by General Cable no later than December 17, 2009, in order to be considered for inclusion in General Cable's proxy statement and a form of proxy for that meeting. Stockholder proposals not made under Rule 14a-8 must be made in accordance with the sixty (60) day advance notice procedure described on page 12. All proposals must be communicated in writing to the Secretary of General Cable at its World Headquarters at 4 Tesseneer Drive, Highland Heights, Kentucky 41076.

By Order of the Board of Directors,

ROBERT J. SIVERD

*Secretary*

Highland Heights, Kentucky

April 17, 2009

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**Appendix A**

**GENERAL CABLE CORPORATION  
AMENDMENT TO THE  
2005 STOCK INCENTIVE PLAN**

5. Common Stock Available Under the Plan

a. *Shares Available.* The aggregate number of shares of Common Stock that may be subject to Awards, including shares of Common Stock underlying Stock Options, granted under this Plan shall be ~~4,800,000~~ 5,800,000 shares of Common Stock, which may be authorized and unissued or treasury shares, subject to any adjustments made in accordance with Section 12 below.

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**Notice of  
2009  
Annual Meeting  
Of Stockholders  
And  
Proxy Statement**

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**GENERAL CABLE CORPORATION**  
**4 TESSENEER DRIVE**  
**HIGHLAND HEIGHTS, KY 41076**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK  
 BLOCKS BELOW IN  
 BLUE OR BLACK INK  
 AS FOLLOWS:

M11370 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**GENERAL CABLE CORPORATION**

**Vote on Directors**

1. Election of two Directors.

**Nominees:**

- 01) Gregory E. Lawton
- 02) Craig P. Omtvedt

**For All**   **Withhold All**   **For All Except**

o            o            o

To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

**Vote on Proposals**

**For Against Abstain**

2. Ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, to audit General Cable's 2009 consolidated financial statements and internal control over financial reporting. o o o
3. Approval of an amendment to General Cable's 2005 Stock Incentive Plan to increase the authorized number of shares. o o o
4. Such other business as may properly come before the meeting.

Only stockholders of record at the close of business on March 30, 2009, are entitled to notice of and to vote at the meeting.

Signature [PLEASE SIGN WITHIN BOX]      Date

Signature (Joint Owners)      Date

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**GENERAL CABLE CORPORATION**

**4 Tesseneer Drive  
Highland Heights, Kentucky 41076  
Telephone (859) 572- 8000**

**NOTICE OF THE 2009 ANNUAL MEETING OF STOCKHOLDERS**

The 2009 Annual Meeting of Stockholders of General Cable Corporation ( General Cable ) will be held on Wednesday, May 27, 2009, at 4:00 p.m., local Nordenham, Germany time (Central European Daylight Time), at the offices of General Cable s NSW subsidiary, Norddeutsche Seekabelwerke GmbH. NSW is located at Kabelstr. 9-11, Nordenham, Germany 26954. Proceedings of the meeting will be simultaneously transmitted to the World Headquarters of General Cable beginning at 10:00 a.m., Eastern Daylight Time at 4 Tesseneer Drive, Highland Heights, Kentucky 41076, to consider and act upon the proposals listed on the reverse side.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M11371

**GENERAL CABLE CORPORATION**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
ANNUAL MEETING OF STOCKHOLDERS**

**May 27, 2009**

The stockholder(s) hereby appoint(s) Robert J. Siverd and Jarrod B. Pontius, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this card, all of the shares of Common Stock of General Cable Corporation that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 4:00 p.m., Central European Daylight Time (10:00 a.m., Eastern Daylight Time) on May 27, 2009, in Nordenham, Germany, and any adjournment or postponement thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION TO THE BOARD OF DIRECTORS OF THE NOMINEES LISTED ON THE REVERSE SIDE AND FOR EACH REMAINING PROPOSAL.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE**

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**